THOR

by

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FIRST DRAFT: 04/04/07

EXT. A BLACK VOID

(The voices of THREE WOMEN - URD, VERDAND, and SKULD - are heard in the narration. We will meet them later).

SKULD V.O.
The story sister.

VERDAND V.O.
Yes sister. Tell us please.

URD V.O.
Sisters as you wish.

Like strands of mercury drawn to a common source, three STREAMS OF WATER flow to the center of the screen.

URD V.O. (CONT'D)
From the Darkness, fed by the springs Mimir, Urdarbrunn and Vergelmir grew the great ash Yggdrasil.

Here a great TREE rises. YGGDRASIL's trunk rapidly thickens and immense serpentine branches grow and spread. Spilling out of them like droplets from a fountain are STARS that fill the void with sparkling light.

URD V.O. (CONT'D)
Delivered from its limbs were the Nine Worlds.

Terrific LAND MASSES - each a unique environment - sprout from its nine thickest limbs and we MOVE into a terrible CHASM deepening between two of the realms...

EXT. GINNUNGAGAP - DAY

To the north is a brutal landscape of ICE, to the south a world of FIRE. A CYCLONE gathers both elements and in this volatile mix the first JOTUN is formed. This is YMIR, father of all FROST GIANTS.

URD V.O.
Between Niflheim and Muspellheim, from the Ginnungagap, came Life.

EXT. GIOTUNGARD - DAY

Above the chasm is a vast cliff littered with colossal rocks. This is GIOTUNGARD - "The Place of Stones." Ymir climbs onto it and like a newborn babe howls for succor.

He hears a gentle call and finds lying on her side AUDHUMLA, A MAMMOTH COW with four rivers of milk flowing from her udder. Ymir crawls to her and hungrily drinks.

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URD V.O.
It was the Great Beginning. The time of Ymir, father of the Jotuns... Mother Audhumla... And Buri, first of the Aesir.

For her own nourishment Audhumla sucks on great crystals of salt and her tongue exposes a male figure - BURI - buried within one of them. She lovingly nudges him out of his "cocoon" and licks him clean.

EXT. GIOTUNGARD - DAY - LATER

Healthy with the milk of Audhumla, Buri and Ymir have grown. The Jotun is three times the size of the Aesir and terrifically strong, but he is homely and misshapen, whereas Buri is blonde, blue-eyed, and handsome.

URD V.O.
Soon came Thrym and Ran... Bor and Bestla...

Both experience pain as from their ribs emerge OFFSPRING. Pushing through the flesh of Ymir are the grotesque THRYM and RAN and crawling from Buri are the beautiful BOR and BESTLA. Two children for each. Male and female.

(Here we might notice that Ymir has a strange BIRTHMARK. A deep red "V" of raised flesh on his solar plexus.)

EXT. SVARTALFHEIM - DAY

URD V.O.
... Andvari the Gnome and Una the Faerie.

Like a young chicken hatching from an egg, a tiny GNOME breaks through a rock.

EXT. ALFHEIM - DAY

Rising from a pool of black water on spectacular wings is a FAERIE.

URD V.O.
Like blood Life flowed into the Nine Worlds... Save one. Midgard.

EXT. YGGDRASIL/MIDGARD - DAY

At the tip of a dry limb hangs an EARTH-shaped world. Now nothing but a chunk of barren rock with a few TREES.

EXT. JOTUNHEIM - DAY

Ymir, Thrym and Ran stand on an icy escarpment overlooking tundra teeming with MAMMOTH BEASTS.

URD V.O.
In time the frost giants made their home in Jotunheim. While the gods laid claim to Asgard.

EXT. ASGARD - DAY

Buri, Bor and Bestla enter a world of verdant fields filled with livestock and seas rich with fish. In the heart of this bountiful land is a great PLAIN.

EXT. PLAIN - ASGARD - DAY - MANY YEARS LATER

Here is a fabulous city-state with dining halls, residences, a temple, armories, and workshops. Each magnificent building is covered with sheets of silver and gold, so much so that Asgard glistens.

EXT. CITY GATES/MAIN THOROUGHFARE - ASGARD - DAY

Among the (now) HUNDREDS OF GODS one stands out. A powerful warrior-king in gleaming armor... ODIN.

URD V.O.
Soon the child of Bor and Bestla came to rule. The one called Odin.

EXT. STRANGE WILDERNESS - DAY/NIGHT

Odin throws a rope around the limb of the weird, twisted TREE OF KNOWLEDGE. In a series of DISSOLVES we watch him HANG until the rope snaps and he falls. He struggles for breath and sees before him an array of UNUSUAL STONES on each of which is carved a STRANGE SYMBOL. THE RUNES.

URD V.O.
For nine days and nights he fought death, hanged from the Tree of the Knowledge until they were revealed to him.

SKULD
The runes!

URD V.O.
Yes, sister. With them he became God of Wisdom.

EXT. VALASKJALF - ASGARD - DAY

A PALACE. The tallest, most opulent structure in Asgard.

INT. VALASKJALF - ASGARD - DAY

Odin sits on LIDSKJALF, the grand THRONE from which he has a limitless view of his kingdom. By his side is his beautiful wife FRIGG and perched nearby are two RAVENS - HUGIN (Thought) and MUNIN (Mind). MINOR GODS bow to him, but Odin is dissatisfied.

URD V.O.
Praised and celebrated for his prudence was Odin, but for him it was not enough. He was a god. And gods need to be worshipped.

He rises from the throne and gazes down at BIFROST, a RAINBOW BRIDGE that connects Asgard to Midgard. He takes a deep breath and exhales...

EXT. MIDGARD - DAY

A POWERFUL WIND (Odin's breath) shakes an ASH and ALDER. Slowly, painfully, limbs twist until the trees transform into a MAN (ASK) and a WOMAN (EMBLA). Blood flows through veins, bark becomes flesh, leaves change to hair and branches become arms and legs.

URD V.O.
So in Midgard he created Ask and Embla - Man and Woman.

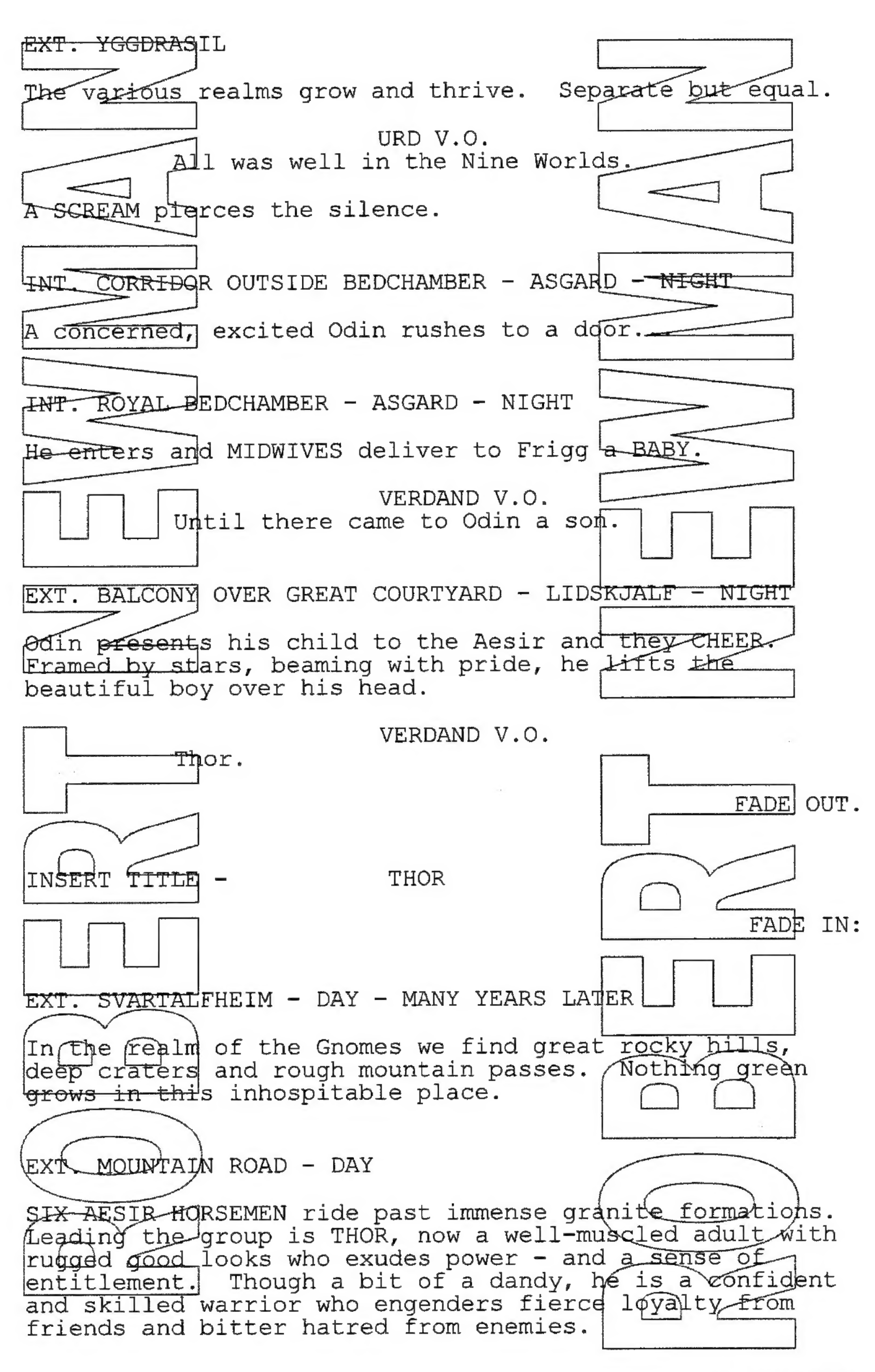
Grass grows and water rises into pools... BIRDS and INSECTS take flight... ANIMALS run to fields... Ask and Embla watch with delight their burgeoning realm...

URD V.O. (CONT'D)
Their descendents would fear him, praise him, fight for him, sacrifice to him - or they would feel his wrath.

... Until the sky turns dark. WOLVES and BEARS snarl... An ADDER slithers past... And Ask and Embla tremble.

EXT. VALASKJALF - NIGHT

Odin looks down on Midgard and laughs while a sad Frigg - pitying the humans - hangs her head.



EXT. YGGDRASIL

The various realms grow and thrive. Separate but equal.

URD V.O.
All was well in the Nine Worlds.

A SCREAM pierces the silence.

INT. CORRIDOR OUTSIDE BEDCHAMBER - ASGARD - NIGHT

A concerned, excited Odin rushes to a door.

INT. ROYAL BEDCHAMBER - ASGARD - NIGHT

He enters and MIDWIVES deliver to Frigg a BABY.

VERDAND V.O.
Until there came to Odin a son.

EXT. BALCONY OVER GREAT COURTYARD - LIDSKJALF - NIGHT

Odin presents his child to the Aesir and they CHEER. Framed by stars, beaming with pride, he lifts the beautiful boy over his head.

VERDAND V.O.
Thor.

FADE OUT.

INSERT TITLE - THOR

FADE IN:

EXT. SVARTALFHEIM - DAY - MANY YEARS LATER

In the realm of the Gnomes we find great rocky hills, deep craters and rough mountain passes. Nothing green grows in this inhospitable place.

EXT. MOUNTAIN ROAD - DAY

SIX AESIR HORSEMEN ride past immense granite formations. Leading the group is THOR, now a well-muscled adult with rugged good looks who exudes power - and a sense of entitlement. Though a bit of a dandy, he is a confident and skilled warrior who engenders fierce loyalty from friends and bitter hatred from enemies.

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On his left is BALDER (THE BRAVE), trusted advisor to Odin and friend to his sons. The embodiment of virtue.

On Thor's right is his cherished brother, LOKI. Darkly handsome and extremely clever, Loki is a sensitive soul who clearly idolizes his older sibling.

Behind Thor are his most devoted comrades. Known throughout the Nine Worlds as THE WARRIORS THREE, FANDRAL (THE DASHING), HOGUN (THE GRIM) and VOLSTAGG (THE VOLUMINOUS) would follow him anywhere.

ON THE WARRIORS THREE -

VOLSTAGG
... I don't see why we can't stop for a little something to eat. What good is a warrior without fuel for his fire?

FANDRAL
(re Volstagg's girth)
You have enough "fuel" in there to burn for a thousand years.

Hogun is not listening to them. His ears are tuned to faint "skittering" SOUNDS that seem to follow them. One hand moves from his saddle horn to the handle of an AX.

ON THOR, BALDER AND LOKI -

BALDER
(advising Thor)
... Like his father Andvari, he craves gold. This is his weakness. If you can, Thor, use it to your advantage.

Much to Balder's disappointment, Thor appears bored.

BALDER (CONT'D)
Ivaldi is crafty. And proud. Be wary, but respectful. Choose your words with care.

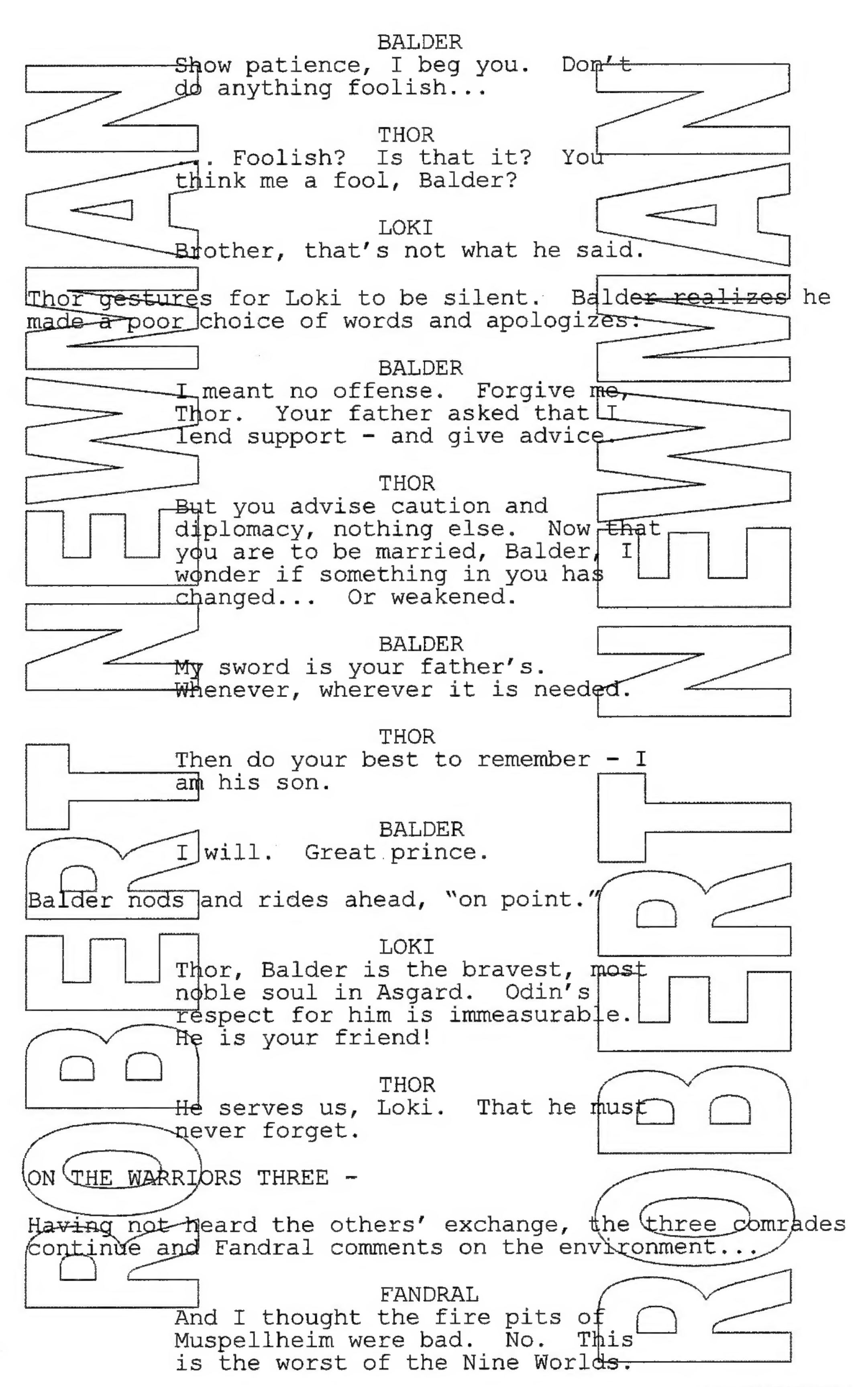
THOR
I will say what I please, Balder. King or not.

BALDER
It took years for Odin to earn Ivaldi's trust, but with Gnomes trust is fleeting. One insult and he will turn his back on us.

THOR
I won't leave here empty-handed. Let him worry about that.

(CONTINUED)

CONTINUED: (2)



BALDER
Show patience, I beg you. Don't do anything foolish...

THOR
... Foolish? Is that it? You think me a fool, Balder?

LOKI
Brother, that's not what he said.

Thor gestures for Loki to be silent. Balder realizes he made a poor choice of words and apologizes:

BALDER
I meant no offense. Forgive me, Thor. Your father asked that I lend support - and give advice.

THOR
But you advise caution and diplomacy, nothing else. Now that you are to be married, Balder, I wonder if something in you has changed... Or weakened.

BALDER
My sword is your father's. Whenever, wherever it is needed.

THOR
Then do your best to remember - I am his son.

BALDER
I will. Great prince.

Balder nods and rides ahead, "on point."

LOKI
Thor, Balder is the bravest, most noble soul in Asgard. Odin's respect for him is immeasurable. He is your friend!

THOR
He serves us, Loki. That he must never forget.

ON THE WARRIORS THREE -

Having not heard the others' exchange, the three comrades continue and Fandral comments on the environment...

FANDRAL
And I thought the fire pits of Muspellheim were bad. No. This is the worst of the Nine Worlds.

(CONTINUED)

CONTINUED: (3)

VOLSTAGG
You don't like it because there are no women.

HOGUN
There are women.

FANDRAL
Hogun. Female Gnomes are not women. They. They. I could hold one in my hand! A woman has size. Strength of form. Abundant flesh to hold and...

VOLSTAGG
(grins, teasing him)
... Like a Valkyrie?

FANDRAL
There is to be no mention of Valkyries. Volstagg, you--

HOGUN
--Quiet.

Something is in the surrounding rocks. Isn't there?

EXT. SURROUNDING ROCKS - SVARTALFHEIM - DAY

Among great boulders are hundreds of STONES, each about a foot long, similar in size, shape, texture, and hue. Oddly, ONE rises (just a bit)...

... In the near distance we see the six Aesir riders continue down the road...

The stone drops and SKITTERS away like a bug... And the hundreds of others move with it in formation.

EXT. MOUNTAIN ROAD - SVARTALFHEIM - DAY

A concerned Hogun approaches Thor...

HOGUN
Thor, something is not right...

Too late. ALL AROUND THEM the stones rise and are shown to be the oblong SHIELDS of HUNDREDS OF GNOMES! Though only 18 inches high, each little fellow is a rough, wild, and proud warrior (who believes size does not matter). They aim arrows, javelins, ballistas and catapults and flank the Aesir from all sides. Tiny TRUMPETERS sound the arrival of IVALDI, KING OF THE GNOMES. Squat, barrel-chested, battle-scarred and strong, this cantankerous (and often jovial) emperor commands respect. With him are BODYGUARDS and his sons, BROKK and SINDRI.

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THOR
Hail Ivaldi.

IVALDI
Thor.
(suspicious)
Tell me. Are there hundreds of Einherjar behind you? Waiting to seize my weapons without payment?

THOR
You see our number.

IVALDI
Yes. It's just... You Aesir have a history of taking what you want.

THOR
And you, "great king," have a habit of giving your word when it means nothing.

Insulted, Ivaldi readies a MACE and his soldiers and guards take aim... Thor readies his massive WOODEN HAMMER... The Warriors Three pull their swords and axes... Balder's worst fear has been realized.

IVALDI
(warns)
I once saw an army of red ants take down a bear. The beast was stripped to the bone before he could strike.

When he sees that his brother has no intention of backing down, Loki surreptitiously GESTURES A SPELL and the saddlebags on Thor's horse split open, spilling GOLD COINS to the ground. Ivaldi is mesmerized.

LOKI
Noble Ivaldi, Gnomish weapons are greatly prized by our father and he will pay well for them. Now and for ages to come...

BALDER
... But if his sons should die in Svartalfheim...

IVALDI
... Die?! Why would they die? Who said anything about that? Balder! Such awful talk.

All smiles now, he gestures and his armies relax.

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CONTINUED: (2)

IVALDI (CONT'D)
Odin is my friend! We are comrades! Allies! And you are my most welcome guests!
(big smile, laughs)
Thor, dear boy, I was only joking. If you did not see the humor in my words, then I am a poor jester indeed.

Thor nods and relaxes. The Three holster their weapons.

IVALDI (CONT'D)
The princes of Asgard in Svartalfheim! I will compose a song about this day! But first... Shall we finalize our transaction?

THOR
If it pleases you.

IVALDI
It does! It does!

He signals, TRUMPETS sound, and in a seemingly solid granite wall a DOOR slides open and from a CAVERN come WAGONS of exquisitely-crafted SWORDS, AXES, and SHIELDS.

IVALDI (CONT'D)
For months we labored in the forges. Day and night. Each weapon perfect. Sharp and true. Cast with the spirit of my ancestors. The level of craft! The work involved! There must be extra compensation, of course.

THOR
Your fee has long been agreed upon.

IVALDI
Has it? Hmm. I was wondering... How goes your war with Jotunheim? Such a sad, endless conflict. I imagine such arms would give Asgard the upper hand, but if a fair price cannot be determined...

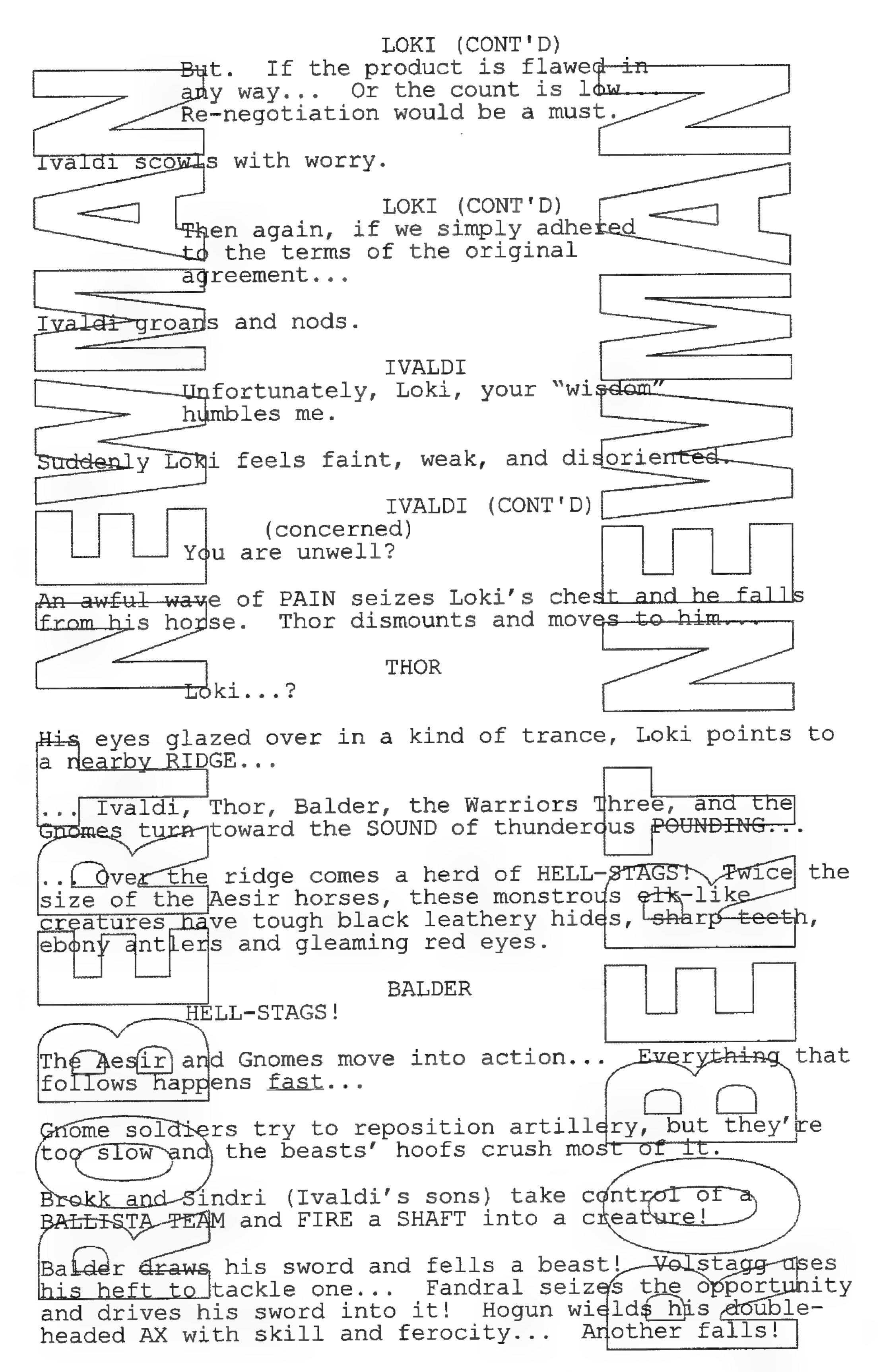
Thor again eyes his hammer and Loki intervenes:

LOKI
A bonus _could_ be arranged, great king...

Ivaldi grins.

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CONTINUED: (3)



LOKI (CONT'D)
But. If the product is flawed in any way... Or the count is low... Re-negotiation would be a must.

Ivaldi scowls with worry.

LOKI (CONT'D)
Then again, if we simply adhered to the terms of the original agreement...

Ivaldi groans and nods.

IVALDI
Unfortunately, Loki, your "wisdom" humbles me.

Suddenly Loki feels faint, weak, and disoriented.

IVALDI (CONT'D)
(concerned)
You are unwell?

An awful wave of PAIN seizes Loki's chest and he falls from his horse. Thor dismounts and moves to him...

THOR
Loki...?

His eyes glazed over in a kind of trance, Loki points to a nearby RIDGE...

... Ivaldi, Thor, Balder, the Warriors Three, and the Gnomes turn toward the SOUND of thunderous POUNDING...

... Over the ridge comes a herd of HELL-STAGS! Twice the size of the Aesir horses, these monstrous elk-like creatures have tough black leathery hides, sharp teeth, ebony antlers and gleaming red eyes.

BALDER
HELL-STAGS!

The Aesir and Gnomes move into action... Everything that follows happens <u>fast</u>...

Gnome soldiers try to reposition artillery, but they're too slow and the beasts' hoofs crush most of it.

Brokk and Sindri (Ivaldi's sons) take control of a BALLISTA TEAM and FIRE a SHAFT into a creature!

Balder draws his sword and fells a beast! Volstagg uses his heft to tackle one... Fandral seizes the opportunity and drives his sword into it! Hogun wields his double-headed AX with skill and ferocity... Another falls!

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CONTINUED: (4)

The intensity of Loki's "fit" lessens and Thor helps him to his feet.

LOKI
I'm all right.

To prove it, he draws his sword.

THOR
Keep back. Stay safe.

Thor grabs his hammer and moves to join the fight... But soon stands stunned when he sees atop the ridge...

CRYXX. The hell-stags' Alpha Male. Bigger than the rest. A monster with keen intelligence and decades of battle experience. The thing roars, targets Ivaldi, CHARGES, and like a dragon bellows FIRE from its snout!

Ivaldi's bodyguards swarm their king and cover him with their stone shields! The fiery blast burns them, but Ivaldi is saved. He rises from their charred bodies and outraged, readies his mace and faces the giant Cryxx without fear.

The hell-stag derisively snorts and pounds his hoof... The resulting "shock wave" knocks Ivaldi off his feet and his head smacks against a rock.

Before Cryxx can unleash another burst, Thor runs, scoops up Ivaldi and lifts him to safe haven in the rocks.

Annoyed, the hell-stag spits fire... Thor covers himself with his cape, undoes the clasp and throws the burning cloth back at Cryxx, who catches it in its antlers and tosses it aside. Thor tries to strike, but Cryxx prevents his advance with defensive antler movement. Thor dodges the deadly tines, sees an opening, and lands a powerful uppercut (with the hammer) to the thing's jaw!

This makes Cryxx angry. The beast backs Thor against a rock wall and fills its furnace-like lungs with oxygen.

ON LOKI -

Loki is paralyzed. Not with fear. Something else. As if drawn by an unseen force, he moves to the top of the ridge and sees on the other side of the rocks...

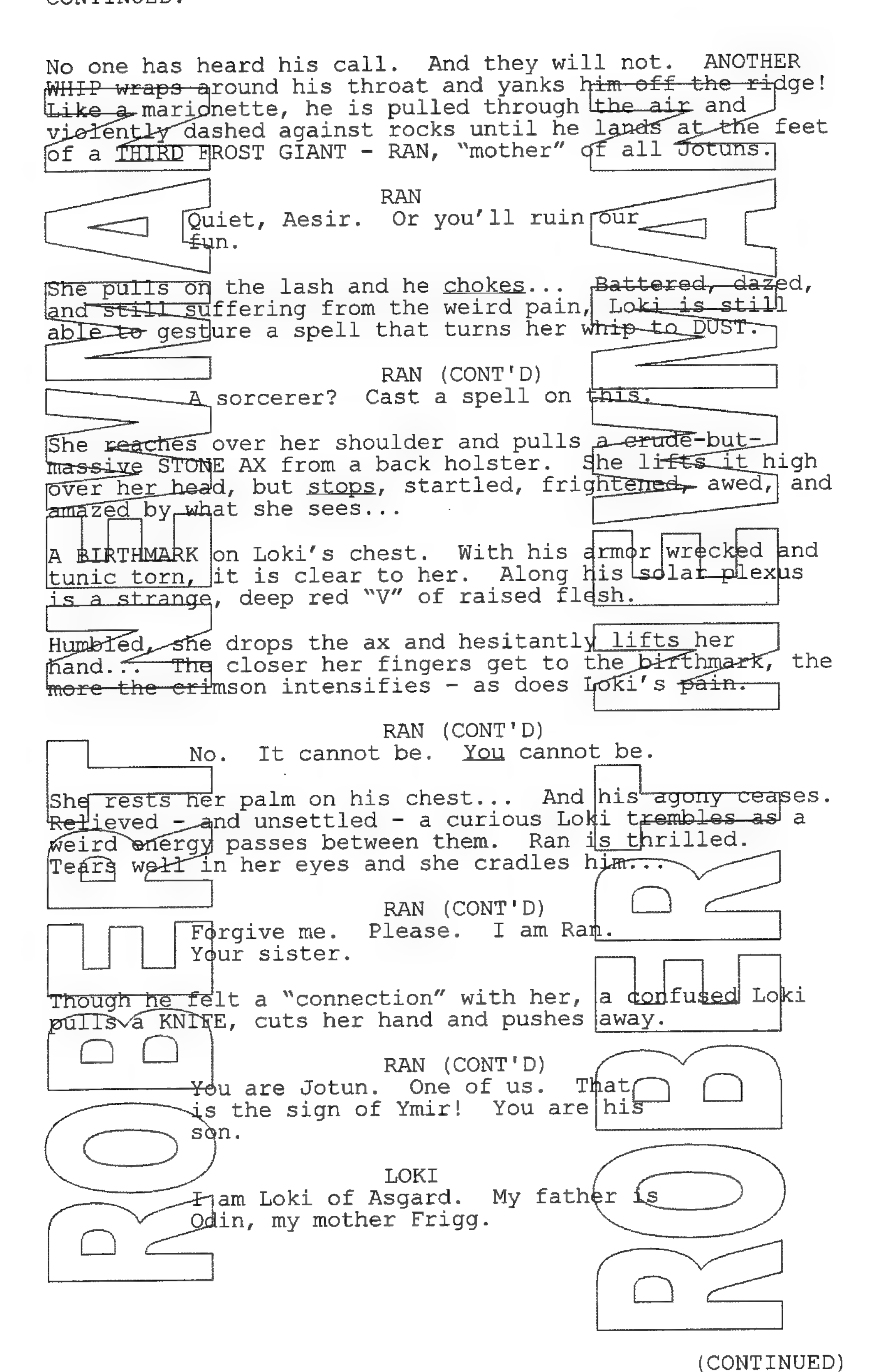
EXT. RAVINE - SVARTALFHEIM - DAY

...TWO FROST GIANTS with WHIPS drive MORE HELL-STAGS toward the Aesir and Gnomes.

LOKI
Jotuns!

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CONTINUED:



No one has heard his call. And they will not. ANOTHER WHIP wraps around his throat and yanks him off the ridge! Like a marionette, he is pulled through the air and violently dashed against rocks until he lands at the feet of a THIRD FROST GIANT - RAN, "mother" of all Jotuns.

RAN
Quiet, Aesir. Or you'll ruin our fun.

She pulls on the lash and he chokes... Battered, dazed, and still suffering from the weird pain, Loki is still able to gesture a spell that turns her whip to DUST.

RAN (CONT'D)
A sorcerer? Cast a spell on this.

She reaches over her shoulder and pulls a crude-but-massive STONE AX from a back holster. She lifts it high over her head, but stops, startled, frightened, awed, and amazed by what she sees...

A BIRTHMARK on Loki's chest. With his armor wrecked and tunic torn, it is clear to her. Along his solar plexus is a strange, deep red "V" of raised flesh.

Humbled, she drops the ax and hesitantly lifts her hand... The closer her fingers get to the birthmark, the more the crimson intensifies - as does Loki's pain.

RAN (CONT'D)
No. It cannot be. You cannot be.

She rests her palm on his chest... And his agony ceases. Relieved - and unsettled - a curious Loki trembles as a weird energy passes between them. Ran is thrilled. Tears well in her eyes and she cradles him...

RAN (CONT'D)
Forgive me. Please. I am Ran. Your sister.

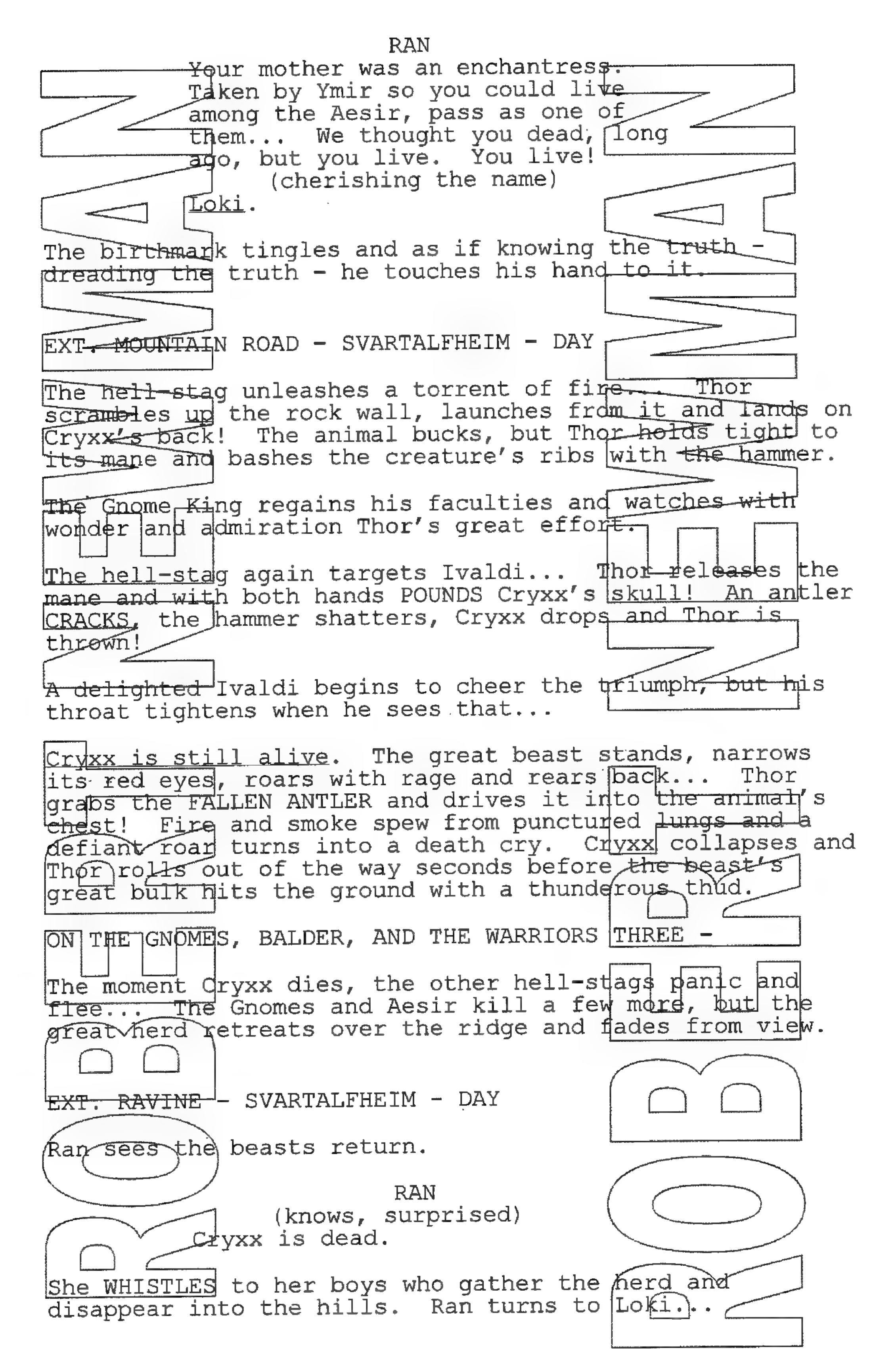
Though he felt a "connection" with her, a confused Loki pulls a KNIFE, cuts her hand and pushes away.

RAN (CONT'D)
You are Jotun. One of us. That is the sign of Ymir! You are his son.

LOKI
I am Loki of Asgard. My father is Odin, my mother Frigg.

(CONTINUED)

CONTINUED: (2)



RAN
Your mother was an enchantress. Taken by Ymir so you could live among the Aesir, pass as one of them... We thought you dead, long ago, but you live. You live!
(cherishing the name)
Loki.

The birthmark tingles and as if knowing the truth - dreading the truth - he touches his hand to it.

EXT. MOUNTAIN ROAD - SVARTALFHEIM - DAY

The hell-stag unleashes a torrent of fire... Thor scrambles up the rock wall, launches from it and lands on Cryxx's back! The animal bucks, but Thor holds tight to its mane and bashes the creature's ribs with the hammer.

The Gnome King regains his faculties and watches with wonder and admiration Thor's great effort.

The hell-stag again targets Ivaldi... Thor releases the mane and with both hands POUNDS Cryxx's skull! An antler CRACKS, the hammer shatters, Cryxx drops and Thor is thrown!

A delighted Ivaldi begins to cheer the triumph, but his throat tightens when he sees that...

Cryxx is still alive. The great beast stands, narrows its red eyes, roars with rage and rears back... Thor grabs the FALLEN ANTLER and drives it into the animal's chest! Fire and smoke spew from punctured lungs and a defiant roar turns into a death cry. Cryxx collapses and Thor rolls out of the way seconds before the beast's great bulk hits the ground with a thunderous thud.

ON THE GNOMES, BALDER, AND THE WARRIORS THREE -

The moment Cryxx dies, the other hell-stags panic and flee... The Gnomes and Aesir kill a few more, but the great herd retreats over the ridge and fades from view.

EXT. RAVINE - SVARTALFHEIM - DAY

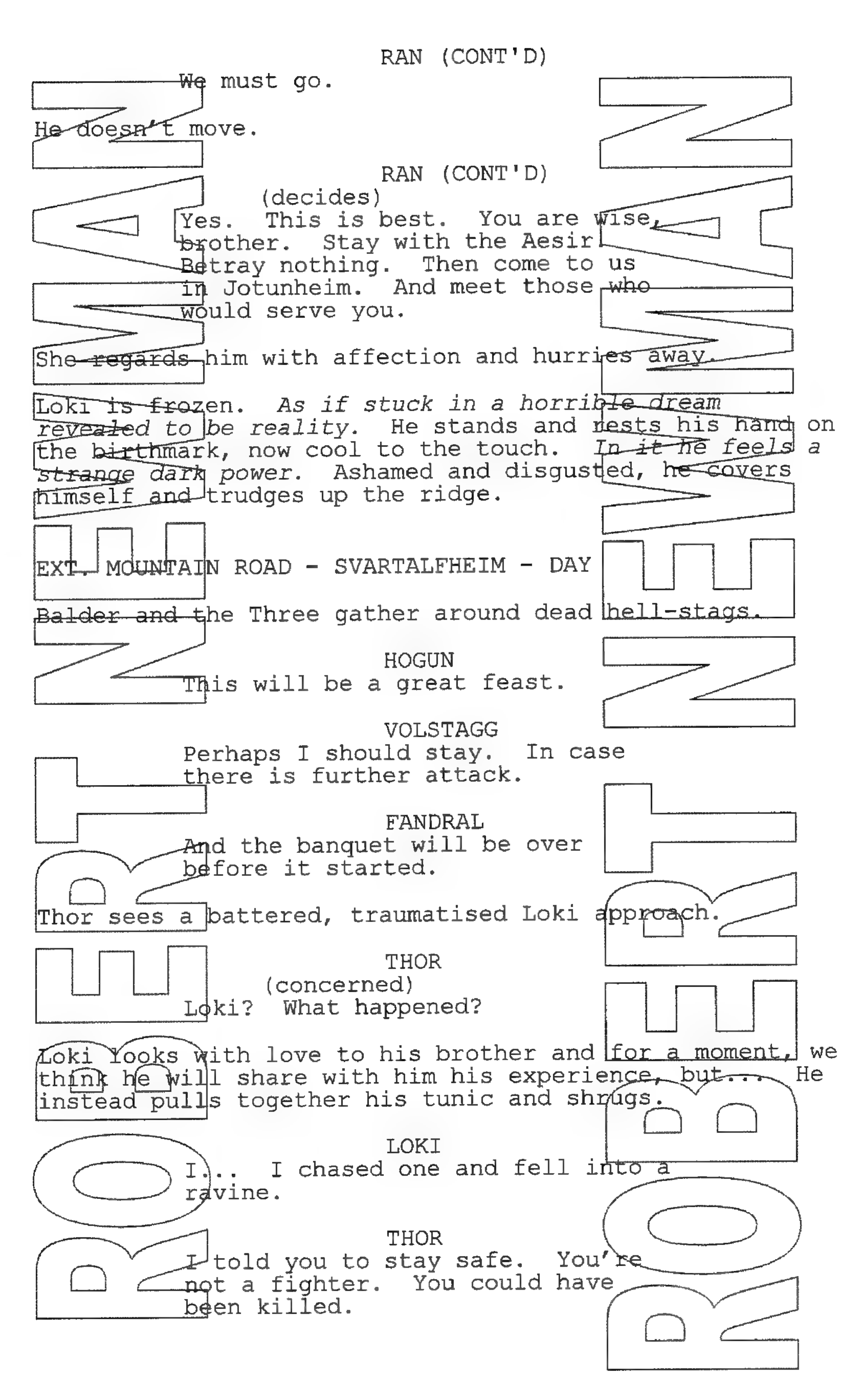
Ran sees the beasts return.

RAN
(knows, surprised)
Cryxx is dead.

She WHISTLES to her boys who gather the herd and disappear into the hills. Ran turns to Loki...

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RAN (CONT'D)
We must go.

He doesn't move.

RAN (CONT'D)
(decides)
Yes. This is best. You are wise, brother. Stay with the Aesir. Betray nothing. Then come to us in Jotunheim. And meet those who would serve you.

She regards him with affection and hurries away.

Loki is frozen. *As if stuck in a horrible dream revealed to be reality.* He stands and rests his hand on the birthmark, now cool to the touch. *In it he feels a strange dark power.* Ashamed and disgusted, he covers himself and trudges up the ridge.

EXT. MOUNTAIN ROAD - SVARTALFHEIM - DAY

Balder and the Three gather around dead hell-stags.

HOGUN
This will be a great feast.

VOLSTAGG
Perhaps I should stay. In case there is further attack.

FANDRAL
And the banquet will be over before it started.

Thor sees a battered, traumatised Loki approach.

THOR
(concerned)
Loki? What happened?

Loki looks with love to his brother and for a moment, we think he will share with him his experience, but... He instead pulls together his tunic and shrugs.

LOKI
I... I chased one and fell into a ravine.

THOR
I told you to stay safe. You're not a fighter. You could have been killed.

CONTINUED:

Relieved to see their father alive, Brokk and Sindri embrace Ivaldi and the thrilled Gnome King basks in the heat of Cryxx's smoldering carcass.

IVALDI
(to Thor)
Never have I seen such bravery! Such skill in combat! Oh the song I compose about this day will be the greatest song ever written.

Thor lifts high the severed antler and beams with pride.

The Warriors Three salute him. As does Balder, but with less enthusiasm. *Could it be he thinks Thor shows too much pride? Or could it be that Balder is jealous?*

IVALDI (CONT'D)
Thor. Son of Odin. Prince of Asgard. My friend. Now and forever. To you I owe my life.

THOR
You owe me nothing, great king.

IVALDI
Nonsense. I must show my thanks.

Thor notices what's left of his hammer and suggests:

THOR
Well. If you must. I could use a new hammer.

Ivaldi grins from ear to ear.

EXT. SVARTALF HILLS - DAY

Driving the remaining hell-stags, Ran looks in Loki's direction before moving on.

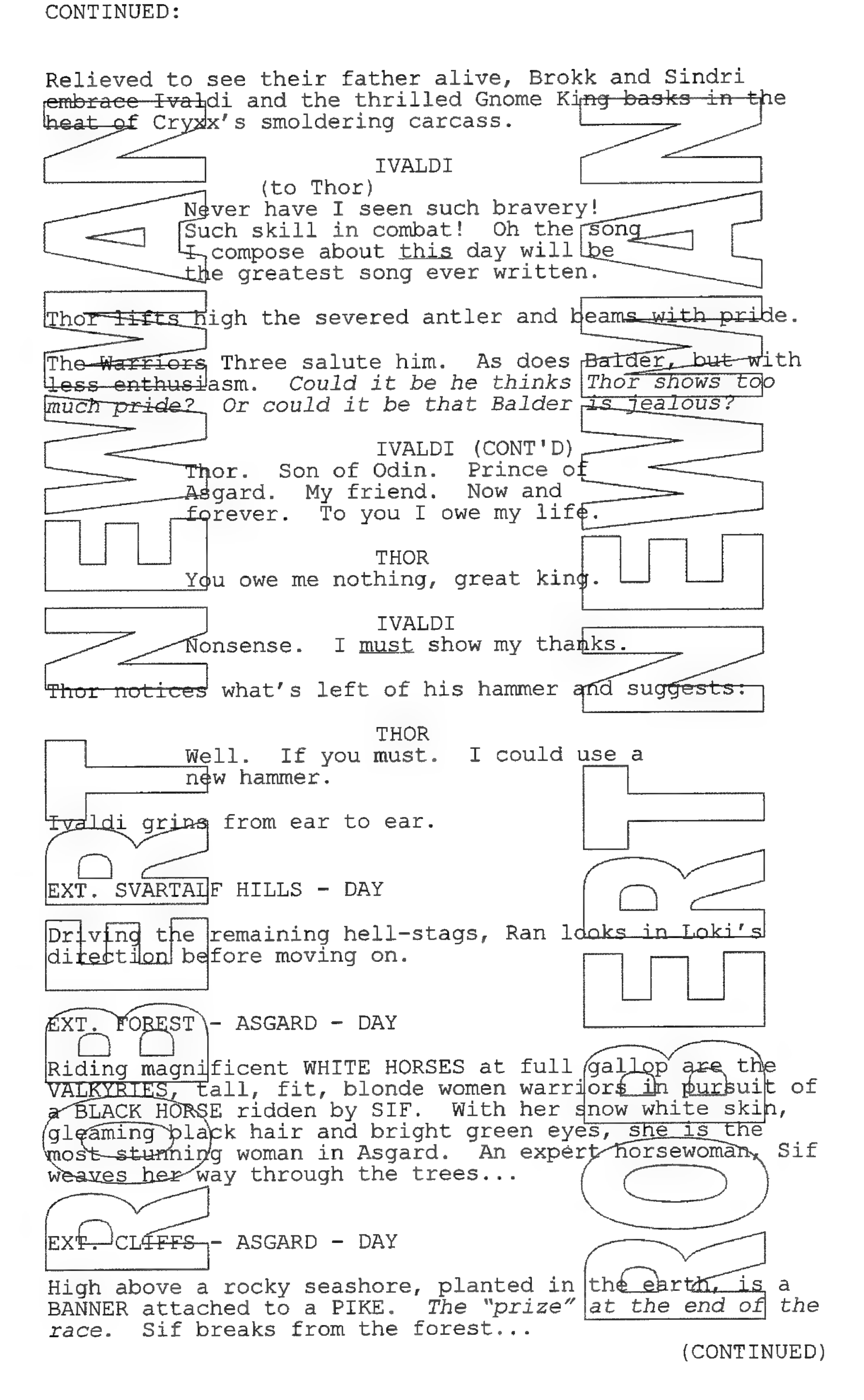
EXT. FOREST - ASGARD - DAY

Riding magnificent WHITE HORSES at full gallop are the VALKYRIES, tall, fit, blonde women warriors in pursuit of a BLACK HORSE ridden by SIF. With her snow white skin, gleaming black hair and bright green eyes, she is the most stunning woman in Asgard. An expert horsewoman, Sif weaves her way through the trees...

EXT. CLIFFS - ASGARD - DAY

High above a rocky seashore, planted in the earth, is a BANNER attached to a PIKE. *The "prize" at the end of the race.* Sif breaks from the forest...

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The Valkyries spur their horses... Sif plucks the spear, pulls back her horse inches from the edge and lifts the banner high. The Valkyries are unable to stop and topple over the cliff! But the horses release fantastic WINGS, fly high, and return their riders safely to the plateau.

Clearly angry at having lost the race, the Valkyries surround (a worried) Sif and draw their swords.

VALKYRIE ONE
You expect our praise, Sif?

Sif gulps. But defiantly holds the banner without fear.

SIF
Expect no. Deserve yes.

VALKYRIE ONE
Then you'll have it.

Now smiling, the Valkyries raise their swords in salute and a beaming Sif relaxes. The victorious moment is cut short, however, when all react to a SOUND...

EXT. BIFROST/GATES OF ASGARD - DAY

Blowing a celebratory tune on his great HORN is HEIMDALL, watchman of the gods (and father of Sif). *No one can enter or exit Asgard without his permission.* Coming toward him are Thor, Loki, Balder, and the Warriors Three with the wagons of Gnomish weapons.

THOR
Hail Heimdall.

HEIMDALL
Hail Thor.

THOR
(proud, "humble")
May we enter the kingdom of Odin?

HEIMDALL
Asgard welcomes you.
(with affection)
As do I. Well done.

He gestures for them to pass and the gates OPEN.

EXT. VALHALLA - ASGARD - DAY

The great hall of fallen heroes. Led by their CAPTAIN, the gruff JARL, Odin's elite warriors - THE EINHERJAR - pour out of their barracks and gather in the COURTYARD.

EXT. COURTYARD OF VALHALLA - ASGARD - DAY

The central "public square" of Asgard. Here the wagons halt and from all corners of the city come Aesir eager to shake hands with the returning heroes.

Thor delights in the praise, his ego fed by adoration.

Balder is reunited with his betrothed, the sadly beautiful NANNA and warmly embraces her.

Fandral flirts with maidens, Volstagg quaffs ale, and Hogun recounts the tale of Thor's victory to children.

Loki is "disconnected" from it all. People congratulate him and he nods and smiles, but simply being here is difficult for him. *All he wants to do is escape.*

With relish, the Einherjar inspect the weapons. Jarl prizes them, but fails to praise the heroes. *The commandant of Valhalla has no love for Thor.*

Sif and the Valkyries arrive and observe the scene.

VALKYRIE ONE
(re Thor)
He will make a good husband, Sif.

SIF
I want no husband. Especially Thor. I want to ride with you. Be a Valkyrie.

VALKYRIE ONE
You are the daughter of Heimdall.

SIF
So? If you asked him...

VALKYRIE ONE
... I will do no such thing.
(to her sisters)
Come. Let us praise them. Especially Fandral.

The Valkyries knowingly laugh and move toward the wagons. Reluctantly, Sif follows. And despite her best efforts to the contrary, finds herself looking at Thor with admiration - *and attraction.*

Flanked by ATTENDANTS, Odin and Frigg join the throng.

THOR
Welcome father! Welcome mother! I bring to you the treasures of Svartalfheim!

(CONTINUED)

CONTINUED:

ODIN
I see that. But how much of my gold did it take?

THOR
Not one coin.

He throws at the feet of Odin the gold-filled saddlebags.

ODIN
(angry, tense)
If you have brought war with the Gnomes...

HOGUN
... No sire. Thor speaks true. If not for his bravery, Ivaldi would be dead.

With plenty of showmanship Thor pulls back a tarpaulin and reveals the HEAD OF CRYXX.

ODIN
Hell-stag?!

THOR
(arrogant, proud)
Have a souvenir...

He throws to Odin the antler used to kill the beast.

ODIN
This is a great triumph.

THOR
For your glory, father. All for your glory.

ON THE EINHERJAR, BALDER AND NANNA, (AND LOKI) -

Jarl shares with his men his "perspective" on Thor:

JARL
"For your glory, father." What a load of tripe. That boy's vanity knows no bounds. Mark my words - he grows tired of being prince to Odin's king.

The Einherjar grunt agreement, but grow silent when they realize Balder (with Nanna) is near.

NANNA
Hello cousin.

JARL
(embarrassed)
Nanna. Balder.

(CONTINUED)

CONTINUED: (2)

BALDER
You must be thrilled, Jarl. With such weapons you and the Einherjar will strike terror in Jotunheim.

JARL
Indeed we will.

BALDER
Have you offered him your praise?

JARL
Who?

BALDER
(a challenge)
Thor. Have you?

Humbled, Jarl leads his men toward the heroes...

ON FRIGG, ODIN AND THOR -

Frigg kisses Thor and they embrace.

FRIGG
The gratitude of a Gnome knows no bounds. Never will he feel his debt has been paid. This will serve you well. Congratulations.
(looks around)
Where is your brother?

She spies Loki, excuses herself, and moves to him. Odin pulls Thor aside and speaks to him intimately...

ODIN
Cherish this day.
(with affection)
There will come a time when I am too old to rule and you will sit on Lidskjalf.

THOR
... Father...

ODIN
It is true and you must accept it. The Aesir age and die. We are gods, but we are not immortal.

THOR
Buri lived ten thousand years.

ODIN
And I hope to better him, but... Only the Norns know.

CONTINUED: (3)

A certain sentimentality (and melancholy) overtakes Odin and with some difficulty - he's not good at tender moments - he advises:

ODIN (CONT'D)
I tell you now what I wish my father had told me when I was your age...
(philosophical)
Victories such as yours are to be treasured, yes, but... There is more to life than triumph. Greater fortune than the spoils of war. We are not defined by maidens bedded, enemies killed, nor arguments won. We are the ones we love.
(sincerely)
Humble yourself, Thor. Show to the Aesir not just a warrior, but a leader. One who knows kindness, decency, true strength. You see only one path of life, but there are many...
(suggests)
Take a wife. Bring me grandchildren...

Much to Odin's disappointment, Thor LAUGHS.

THOR
You sound like one of the heartsick fools of Midgard. Praying to us for "love." We are the gods, father. We are better than that.
(obdurate)
Since the day I was born you taught me that honor and courage on the field of battle were all that mattered.

Odin is silent.

THOR (CONT'D)
You command respect from every creature in the Nine Worlds. Why? Because they fear you. That's what I want. When I am king all will tremble before me.

Odin sees in his son a desire for power that saddens and troubles him. Thor spots Sif in the crowd...

THOR (CONT'D)
But if you insist I have a mate...

He strides toward her. And Odin fears the worst.

(CONTINUED)

CONTINUED: (4)

ON SIF AND THOR -

Sif sees him coming and tries to move away, but cannot get past the revellers... And Thor blocks her path.

THOR (CONT'D)
Congratulate me Sif.

SIF
If you would do the same for me. Today I bested the Valkyries.

THOR
(laughs)
I saved Ivaldi. And killed a hell-stag. The hell-stag.

SIF
So I see.

THOR
Yet I am supposed to praise you?
(confused, frustrated)
Why do I bother with you? Any maiden here would be thrilled if I came to her.

SIF
Then go thrill one of them.

THOR
Half would offer me their bed.

SIF
Only half?

THOR
Enough nonsense. Kiss me.

He moves to kiss her, but Sif SLAPS him. Hard. And storms off.

ON ODYN -

His son looks a fool. Making a decision, a stoic Odin leaves the gathering...

EXT. NEAR VALHALLA - ASGARD - DAY

Frigg sees Loki moving away from the celebration.

FRIGG
Loki...

He stops and smiles, but when Frigg moves to embrace him, he flinches.

(CONTINUED)

CONTINUED:

FRIGG (CONT'D)
What is it? What's the matter?
(re his torn clothes
and bruises)
Are you hurt?

He shakes his head "no." The birthmark is in plain sight, but Frigg's treatment of him is as always - that of a kind, affectionate mother. She wipes his face clean, fixes his hair, etc.

FRIGG (CONT'D)
Where are you off to?

LOKI
I need to change my clothes. I don't look very "princely."

FRIGG
I'll come with you.

LOKI
(laughs)
I can dress myself, mother.

She laughs too, *but of course cannot realize how the word "mother" impacts Loki...* And she returns to the party.

FRIGG
Hurry back.

Barely able to keep his emotions in check, he moves...

INT. LOKI'S QUARTERS - VALASKJALF - ASGARD - NIGHT

Distraught and confused, Loki enters, strips away his garments and stands naked before a FIREPLACE. He fits a POKER in the coals and waits for it to redden with heat.

He takes a deep breath and presses the iron against skin until it sizzles. Unable to bear the suffering any longer, he drops the rod, falls to his knees and pulls himself to a FULL-LENGTH MIRROR...

In the reflection, he watches his flesh blister and burn... And then, very weirdly, all pain and scarring disappears... But the birthmark remains.

Disgusted, he SMASHES the looking-glass. In the multiple shards of broken mirror strewn on the floor he sees myriad reflections of himself... *And in one of them he appears quite sinister.*

EXT. BIFROST/GATES OF ASGARD - DUSK

Like a man on a mission, Odin rides his great eight-legged horse SLEIPNIR past Heimdall.

EXT. SEID TEMPLE - ASGARD - NIGHT

From within this sacred tower comes the sound of FEMALE VOICES singing a haunting chant...

INT. ALTAR - SEID TEMPLE - ASGARD - NIGHT

Conducted by a PRIESTESS, a choir of NOVICES reaches the climax of the song. One singer stands out. Not only is she strikingly beautiful (in a dark, troubled way), her voice expresses deep spiritual conviction.

Her name is KARNILLA.

INT. BALCONY - SEID TEMPLE - NIGHT

Loki observes her with great interest.

INT. SEID TEMPLE - ASGARD - NOT MUCH LATER - NIGHT

The priestess and other novices have gone. Only Karnilla remains, basking in the energy created by the prayer. Sensing another's presence, she spins and finds Loki behind her. Stunned, thrilled and terrified *(he is royalty and a master of Seid!)*, she drops to her knees.

LOKI
You are the one called Karnilla?

She humbly nods.

LOKI (CONT'D)
My mother says you are very devoted to the study of *Seid*. You wish one day to be a priestess, isn't that right?

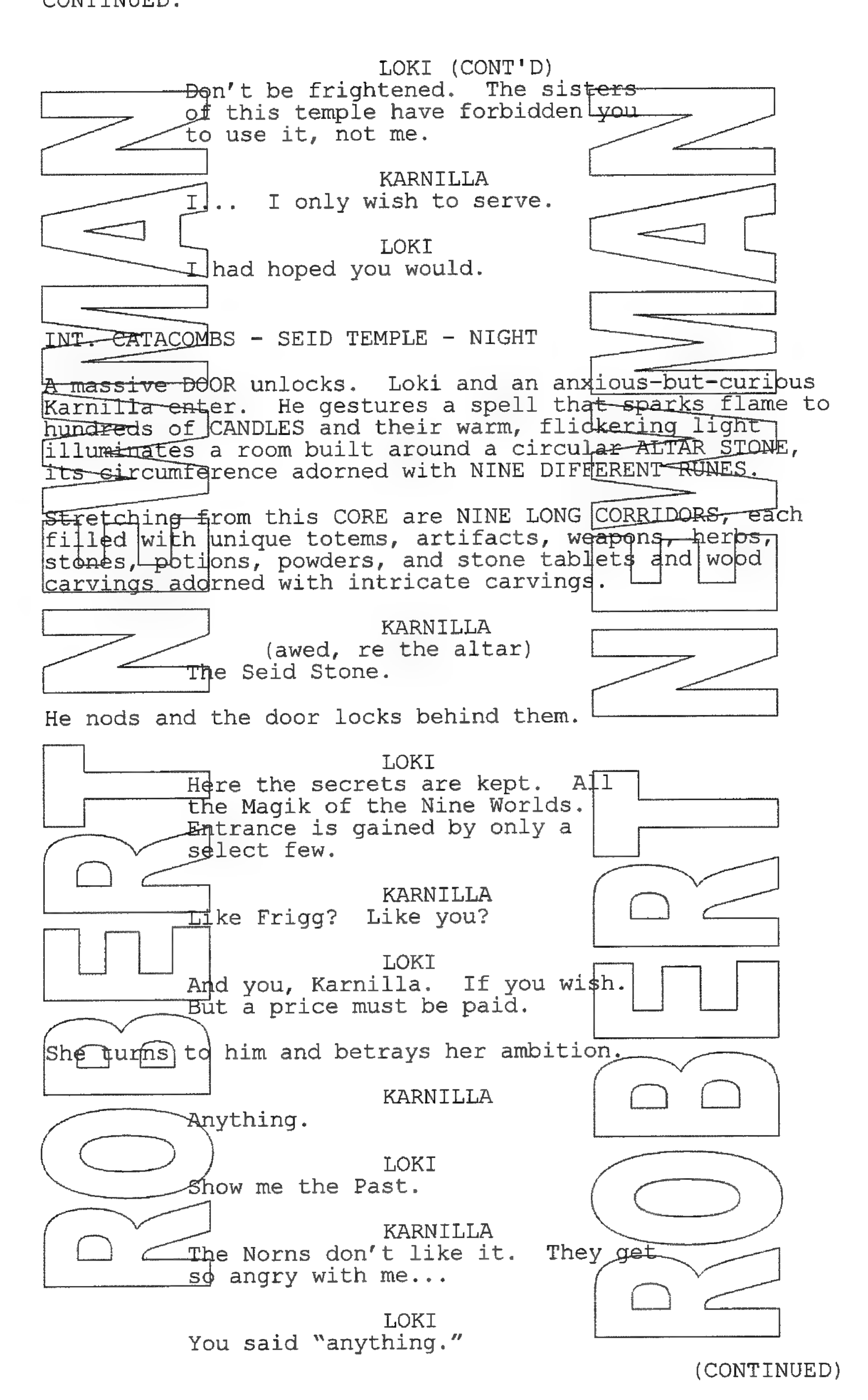
Blushing, she again nods.

LOKI (CONT'D)
Frigg confides in me. She tells me you have the gift.

She looks around. Nervous.

(CONTINUED)

CONTINUED:



LOKI (CONT'D)
Don't be frightened. The sisters of this temple have forbidden you to use it, not me.

KARNILLA
I... I only wish to serve.

LOKI
I had hoped you would.

INT. CATACOMBS - SEID TEMPLE - NIGHT

A massive DOOR unlocks. Loki and an anxious-but-curious Karnilla enter. He gestures a spell that sparks flame to hundreds of CANDLES and their warm, flickering light illuminates a room built around a circular ALTAR STONE, its circumference adorned with NINE DIFFERENT RUNES.

Stretching from this CORE are NINE LONG CORRIDORS, each filled with unique totems, artifacts, weapons, herbs, stones, potions, powders, and stone tablets and wood carvings adorned with intricate carvings.

KARNILLA
(awed, re the altar)
The Seid Stone.

He nods and the door locks behind them.

LOKI
Here the secrets are kept. All the Magik of the Nine Worlds. Entrance is gained by only a select few.

KARNILLA
Like Frigg? Like you?

LOKI
And you, Karnilla. If you wish. But a price must be paid.

She turns to him and betrays her ambition.

KARNILLA
Anything.

LOKI
Show me the Past.

KARNILLA
The Norns don't like it. They get so angry with me...

LOKI
You said "anything."

(CONTINUED)

CONTINUED:

Karnilla hesitates. But only for a moment. She takes from around her neck a POUCH filled with RUNESTONES.

LOKI (CONT'D)
(re the Seid Stone)
Cast them here.

The thought of it terrifies - and excites - her. She opens the pouch, spills the stones onto the altar, and extends her hand to Loki...

KARNILLA
If I touch you, then you will see what I see.

He opens his tunic and lifts her hand to the BIRTHMARK. The sensation instantly ignites Karnilla's senses...

KARNILLA (CONT'D)
Power... Great power...

As if possessed by a dark spirit, she turns and places the other hand over the runes. A strange intensity fills her eyes, she looks deeply into the Seid Stone... AND IT BECOMES A WINDOW INTO THE PAST...

THEIR POV -

EXT. JOTUNHEIM - DAY

In full battle armor, Odin leads a HUNDRED MOUNTED AESIR WARRIORS across the tundra... Dozens of surprised, vulnerable FROST GIANTS are attacked without warning...

Odin spies Ymir and spurs his horse forward... The Jotun king launches chunks of ice at the invader... His horse goes down, but Odin vaults from the saddle and drives his sword into the Jotun's chest! Ymir howls and drops onto his back... Odin falls with him and twists the blade!

(IN THE CATACOMBS)

LOKI
Why?

KARNILLA
("knows")
For Thor. He did it for Thor.

(IN JOTUNHEIM)

When Ymir exhales his last breath, the ICE DOOR to a nearby CAVERN shatters and released from it is SLEIPNIR, a magnificent eight-legged horse that bows before Odin. On its saddle is DRAUPNIR, a gauntlet, and GUNGNIR, a spear (both enchanted and glowing with energy).

(CONTINUED)

CONTINUED:

KARNILLA V.O.
With Ymir's death Odin became master of Sleipnir, Draupnir, and Gungnir. This was great power. Power he could cede to his heir.

Shaken by Ymir's death, the defenseless Jotuns - led by Thrym and Ran - retreat into the mountains. While his troops chase them, Odin hears inside the cavern a plaintive WAIL and he investigates...

INT. YMIR'S CAVE - JOTUNHEIM - DAY

Odin follows the sound and finds in a CRADLE a beguiling INFANT. Nothing about the handsome child's physical appearance is Jotun in character, but he does bear a BIRTHMARK identical to the one on Ymir's chest.

Odin pulls a KNIFE, but he cannot kill the boy. The baby's happy grin and warm, loving eyes transfix him and he sheathes the blade. The baby giggles with delight and Odin lovingly lifts the child into his arms.

EXT. YMIR'S CAVE - JOTUNHEIM - DAY

With the baby hidden under his cape, Odin pounds his spear and the cavern walls collapse, erasing all traces of the child's past.

INT. ROYAL BEDCHAMBER - ASGARD - NIGHT

Odin enters and shows to Frigg the foundling. She sees the birthmark and withdraws, but soon falls victim to the child's enchanting appeal and welcomes the babe to her breast... And when one-year-old Thor cries out, she lifts him from his cradle and the two suckle her.

INT. CATACOMBS - SEID TEMPLE - NIGHT

Infant Loki and young Thor lie naked on the Seid Stone. With a knife Frigg carefully makes tiny cuts in their hands. The babies screech with pain, but their blood flows to the center of the stone where it mixes.

KARNILLA V.O.
Here on the Seid Stone Frigg made certain the bond. Son could never shed the blood of father, nor father son. Brother could never harm brother. All were and would be one.

As Frigg incants a spell, Odin cuts his own palm and joins his blood with theirs.

(CONTINUED)

CONTINUED:

KARNILLA V.O.
Odin and Frigg called him their own and presented to the Aesir a second son. You. Loki.

(IN THE CATACOMBS)

Loki breaks down and pulls away from Karnilla, but she continues to see into the stone and *feels*...

KARNILLA
He is here, Odin is here...

EXT. STRANGE WILDERNESS - NIGHT

A harsh, barren landscape. Through a low cloud of fog Odin guides Sleipnir to the Tree of Knowledge. A weird wind blows and an eerie circle of calm forms around him.

From within the mist appear the NORNS, mysterious sisters of unknown origin. Elderly URD (seer of the Past) spins strange luminescent thread. Motherly VERDAND (seer of the Present) weaves it into fabric. And childlike SKULD (seer of the Future) impishly unravels it into a chaotic mess. Their activity never ceases.

(We recognize their voices from the opening narration).

VERDAND AND URD
Welcome Odin.

SKULD
I told you he would come.

Despite his courageous spirit, we see that Odin is humbled by - and fearful of - them.

ODIN
Norns. When you revealed to me the runes, I was told one day I could return to you...

SKULD
(to herself)
... Would return...

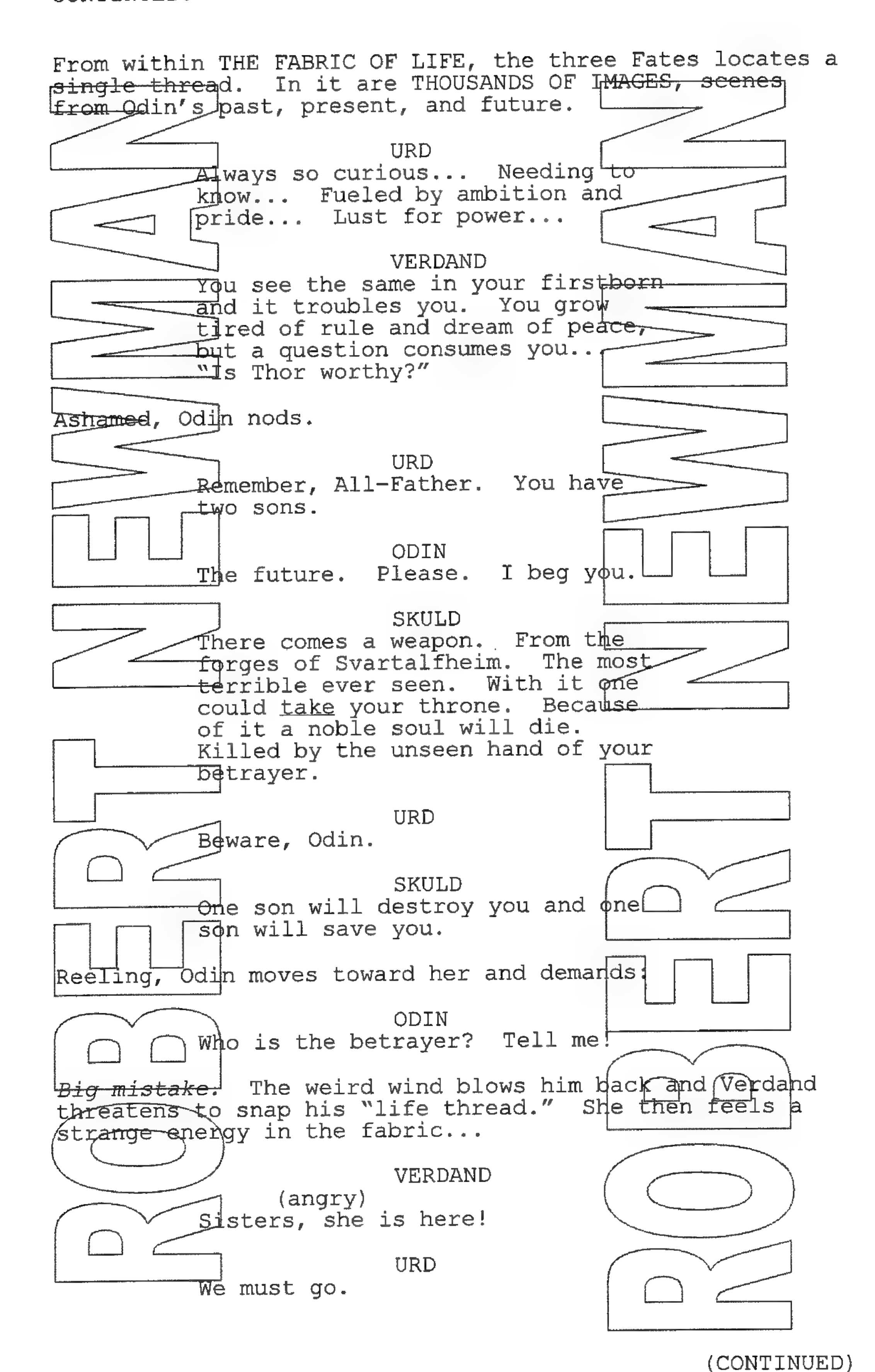
ODIN
... And see my life thread. The future of my family, my kingdom.

VERDAND
You choose today.

ODIN
Yes.

(CONTINUED)

CONTINUED:



From within THE FABRIC OF LIFE, the three Fates locates a single thread. In it are THOUSANDS OF IMAGES, scenes from Odin's past, present, and future.

URD
Always so curious... Needing to know... Fueled by ambition and pride... Lust for power...

VERDAND
You see the same in your firstborn and it troubles you. You grow tired of rule and dream of peace, but a question consumes you... "Is Thor worthy?"

Ashamed, Odin nods.

URD
Remember, All-Father. You have two sons.

ODIN
The future. Please. I beg you.

SKULD
There comes a weapon. From the forges of Svartalfheim. The most terrible ever seen. With it one could take your throne. Because of it a noble soul will die. Killed by the unseen hand of your betrayer.

URD
Beware, Odin.

SKULD
One son will destroy you and one son will save you.

Reeling, Odin moves toward her and demands:

ODIN
Who is the betrayer? Tell me!

Big mistake. The weird wind blows him back and Verdand threatens to snap his "life thread." She then feels a strange energy in the fabric...

VERDAND
(angry)
Sisters, she is here!

URD
We must go.

(CONTINUED)

CONTINUED: (2)

SKULD

Now.

Odin stands stunned as they fade into the mist...

ODIN

(frustrated)

Tell me... You must tell me...

INT. CATACOMBS - SEID TEMPLE - ASGARD - NIGHT

Suddenly, in the Seid Stone, the very angry faces of the Norns appear... Karnilla scoops up the runes... Terrible PAIN seizes her hand and spreads up her arm... She cries out... The Norns try to drag her in... But she manages to pull away.

The Seid Stone returns to normal, but a shaken Karnilla has been made pale and weak by the encounter. Clearly use of her gift is dangerous and debilitating.

For his own reasons, Loki too is devastated. *His heart festers with shame, deep sadness, and anger.*

Sensitive to this, Karnilla overcomes her exhaustion and offers words of comfort:

KARNILLA

I am so sorry.

LOKI

I want no pity.

KARNILLA

It's not pity... Please... I feel your sadness and my heart breaks for you.

He halfheartedly pulls a KNIFE...

LOKI

(re his birthmark, ready to kill her)

No one can know...

Unafraid, she moves closer...

KARNILLA

Don't be silly... I told you I wish to serve and I do. You. I want to serve you, Loki. This has been my dream...

She takes the knife from him and sheathes it. Their faces are close...

(CONTINUED)

CONTINUED:

KARNILLA (CONT'D)
There. That's better.
(enticingly)
Now I will share with you what the Norns told Odin.

EXT. BALCONY - VALASKJALF - ASGARD - NIGHT

A rather sad-looking Thor looks down upon the great city-state. Outside Valhalla, the celebration continues, but he chooses to be here. Alone.

LOKI O.S.
They're all looking for you.

Thor turns to see Loki silhouetted in the doorway (connecting the balcony to the interior of the palace).

THOR
(happy to see him)
But only you knew where to find me.

LOKI
(moves to him)
Of course. We would come here every night...

THOR
... The Sons of Odin...!

LOKI
... To look down upon his kingdom.

Together they stand at balcony's edge.

THOR
(awed, humbled)
Asgard is great.

LOKI
Asgard is our father. Odin's soul lies not in his body, but in the timbers and mortar of this, his world. A sword could cut him down, but Asgard would live, so he would live, forever.

THOR
My brother the poet.

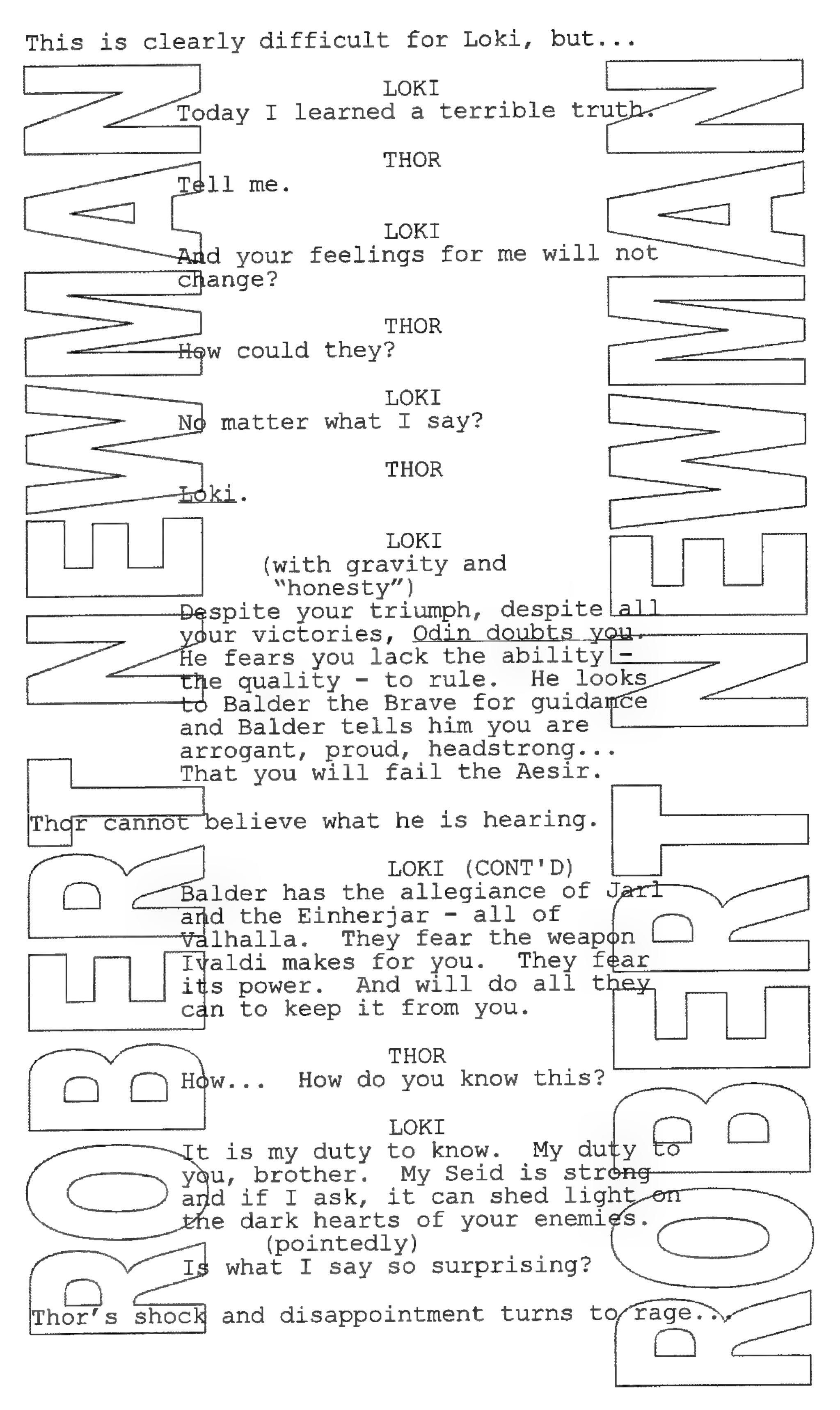
LOKI
No. There is no beauty in my thoughts...

THOR
What troubles you?

(CONTINUED)

CONTINUED:

This is clearly difficult for Loki, but...



LOKI
Today I learned a terrible truth.

THOR
Tell me.

LOKI
And your feelings for me will not change?

THOR
How could they?

LOKI
No matter what I say?

THOR
Loki.

LOKI
(with gravity and "honesty")
Despite your triumph, despite all your victories, Odin doubts you. He fears you lack the ability - the quality - to rule. He looks to Balder the Brave for guidance and Balder tells him you are arrogant, proud, headstrong... That you will fail the Aesir.

Thor cannot believe what he is hearing.

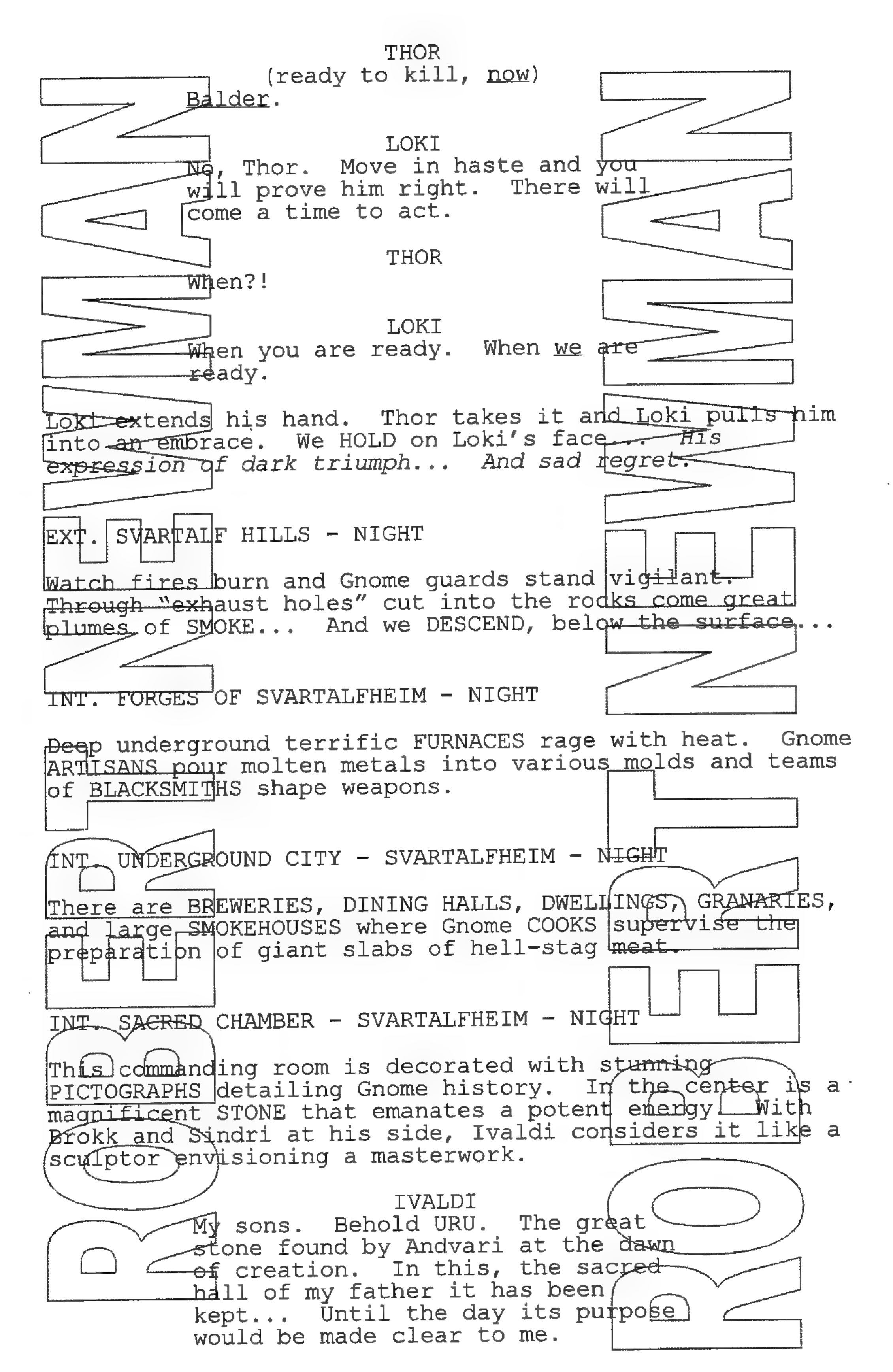
LOKI (CONT'D)
Balder has the allegiance of Jarl and the Einherjar - all of Valhalla. They fear the weapon Ivaldi makes for you. They fear its power. And will do all they can to keep it from you.

THOR
How... How do you know this?

LOKI
It is my duty to know. My duty to you, brother. My Seid is strong and if I ask, it can shed light on the dark hearts of your enemies.
(pointedly)
Is what I say so surprising?

Thor's shock and disappointment turns to rage...

CONTINUED: (2)



THOR
(ready to kill, now)
Balder.

LOKI
No, Thor. Move in haste and you will prove him right. There will come a time to act.

THOR
When?!

LOKI
When you are ready. When we are ready.

Loki extends his hand. Thor takes it and Loki pulls him into an embrace. We HOLD on Loki's face... *His expression of dark triumph... And sad regret.*

EXT. SVARTALF HILLS - NIGHT

Watch fires burn and Gnome guards stand vigilant. Through "exhaust holes" cut into the rocks come great plumes of SMOKE... And we DESCEND, below the surface...

INT. FORGES OF SVARTALFHEIM - NIGHT

Deep underground terrific FURNACES rage with heat. Gnome ARTISANS pour molten metals into various molds and teams of BLACKSMITHS shape weapons.

INT. UNDERGROUND CITY - SVARTALFHEIM - NIGHT

There are BREWERIES, DINING HALLS, DWELLINGS, GRANARIES, and large SMOKEHOUSES where Gnome COOKS supervise the preparation of giant slabs of hell-stag meat.

INT. SACRED CHAMBER - SVARTALFHEIM - NIGHT

This commanding room is decorated with stunning PICTOGRAPHS detailing Gnome history. In the center is a magnificent STONE that emanates a potent energy. With Brokk and Sindri at his side, Ivaldi considers it like a sculptor envisioning a masterwork.

IVALDI
My sons. Behold URU. The great stone found by Andvari at the dawn of creation. In this, the sacred hall of my father it has been kept... Until the day its purpose would be made clear to me.

(CONTINUED)

CONTINUED:

With admiration and awe, he touches it... And with an eager grin, he turns to his boys:

IVALDI (CONT'D)
Let's get to work.

BEGIN MONTAGE:

Ivaldi measures the stone... Brokk and Sindri score it... With mallets and chisels they carve... The shape of a hammer head takes form... Carefully they dig a center hole... While his sons cut and smooth a length of oak, Ivaldi tans a strip of fine leather from the hide of Cryxx... Using a truncheon, they drive the wood into the center hole... And wrap the leather around the handle...

END MONTAGE.

Ivaldi carves RUNES into the stone, steps back, lifts his hand toward the roof of the chamber, incants a spell and HIGH ABOVE, A STONE PORTAL OPENS and a shaft of MOONLIGHT shines down on them...

EXT. SVARTALF HILLS - NIGHT

In a clear sky, dark clouds suddenly swarm, wind blows, and rain falls. Thunder booms and lightning flashes. Gnome guards watch with dread as the gathering storm coalesces into one great column of energy and PLUMMETS!

INT. SACRED CHAMBER - SVARTALFHEIM - NIGHT

In a fierce thrust, the storm is sucked down the hole into the Uru stone. Eruptions of lightning dance around the chamber and fade. As the weapon cools *(we do not see it clearly - not yet)*, Ivaldi, Brokk and Sindri are clearly humbled by the power of their creation.

IVALDI
(names it)
Mjolnir.

EXT. MAIN THOROUGHFARE - ASGARD - DAY

Streets are swept clean and banners hung.

EXT. VALHALLA - ASGARD - DAY

The great hall has been cleaned and polished. Delivered to its doors are slabs of meat, bread, ale, and wine.

INT. VALHALLA - ASGARD - DAY

Tables are readied for a great banquet. Some of them require tiny place settings (for the Gnomes) and Aesir SERVANTS are meticulous in their preparation.

INT. THOR'S QUARTERS - VALASKJALF - NIGHT

COURTIERS fit Thor with ceremonial garments and he inspects every facet of their work. Tense and fidgety, he criticizes their every move.

EXT. SEID TEMPLE - ASGARD - DAY

Priestesses and novices rehearse a GNOMISH SONG of welcome, but Karnilla is missing...

INT. SEID TEMPLE - ASGARD - DAY

Giggling AESIR MAIDENS - dressed for a celebration - gather around Karnilla as she casts her runestones.

MAIDEN ONE
What do you see?!

KARNILLA
Your lust for Fandral the Dashing. Soon it will be satisfied.

The other women LAUGH as MAIDEN ONE blushes. Karnilla quickly gathers up the stones. *As long as she does not linger on a reading, she is safe from the Norns' wrath.* Nanna pushes forward a reluctant Sif (who looks absolutely beautiful in her "party dress").

SIF
This is a silly game for girls.

NANNA
No! She has the gift. Her readings are true!
(to Karnilla)
This one next!

Karnilla makes eye contact with a shy-but-curious Sif and throws the runes.

KARNILLA
It matters not what I see. Sif will believe nothing I tell her.

NANNA
(to Sif)
I told you she was good.

(CONTINUED)

CONTINUED:

KARNILLA
Shall I read for you, Nanna?

SIF
Please.

The stones are cast... An eager Nanna waits...

KARNILLA
Balder loves you. Deeply. Have no fear of that.

She snatches the stones and holds them. Pretending that she is still "reading," she goes pale with fright...

KARNILLA (CONT'D)
No... This cannot be... Balder must beware...

NANNA
Hide nothing from me.

KARNILLA
One moves to take the throne... And will kill Odin if he has to... Only Balder stands in his way...

NANNA
Who? Speak his name.

KARNILLA
Thor.

Sif appeals to a shaken Nanna (re Karnilla):

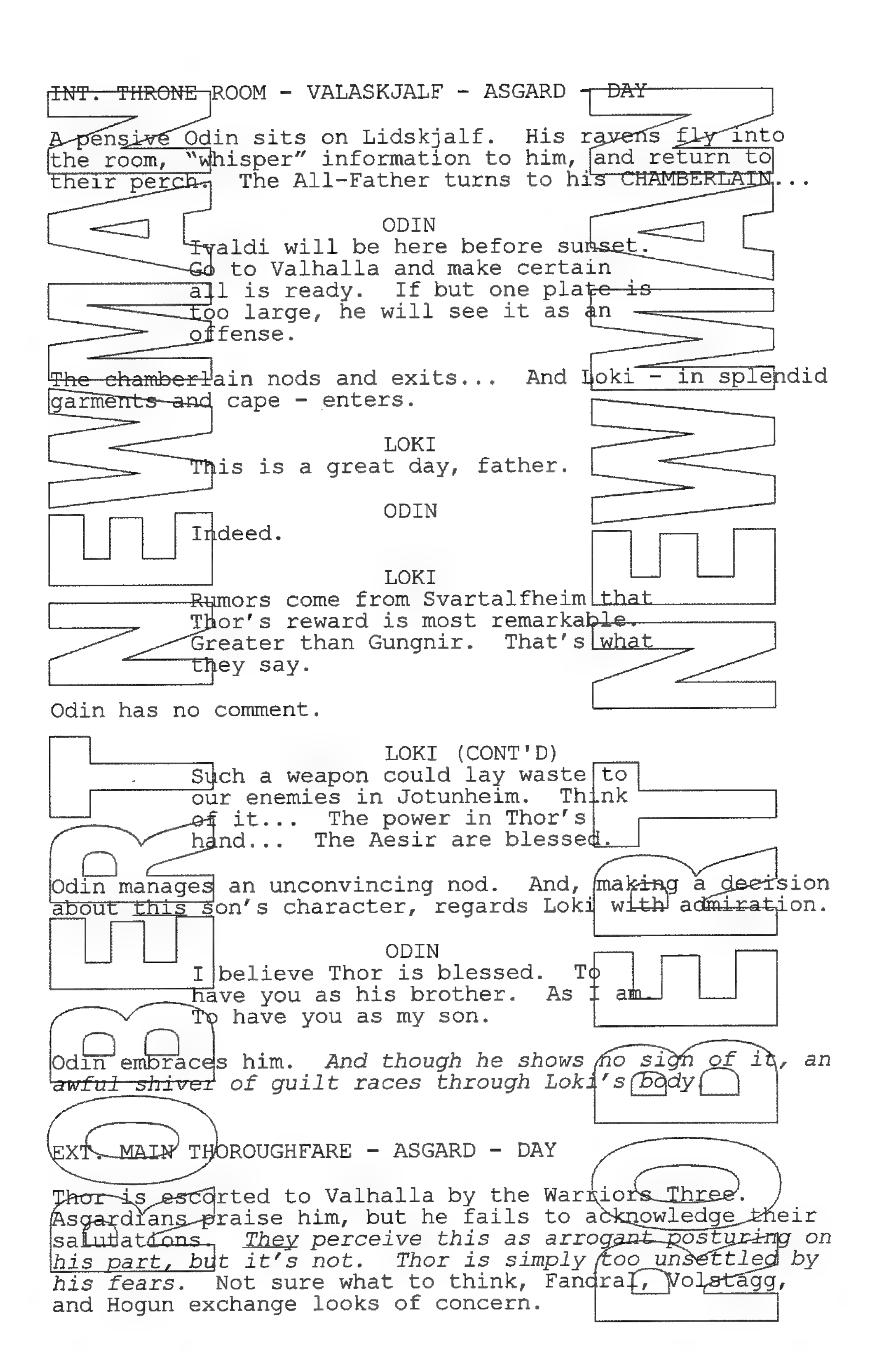
SIF
The witch sees nothing.
(to the other girls)
There is no proof of this libel. If any of you mutters one word of this nonsense, I'll cut out your tongue.

Cowed, the maidens nod and hurry away.

SIF (CONT'D)
Nanna...

Nanna violently pulls away. And looks at Sif as if she were somehow part of this prophetic "conspiracy."

Only we see the faint smile on Karnilla's lips.



INT. THRONE ROOM - VALASKJALF - ASGARD - DAY

A pensive Odin sits on Lidskjalf. His ravens fly into the room, "whisper" information to him, and return to their perch. The All-Father turns to his CHAMBERLAIN...

ODIN
Ivaldi will be here before sunset. Go to Valhalla and make certain all is ready. If but one plate is too large, he will see it as an offense.

The chamberlain nods and exits... And Loki - in splendid garments and cape - enters.

LOKI
This is a great day, father.

ODIN
Indeed.

LOKI
Rumors come from Svartalfheim that Thor's reward is most remarkable. Greater than Gungnir. That's what they say.

Odin has no comment.

LOKI (CONT'D)
Such a weapon could lay waste to our enemies in Jotunheim. Think of it... The power in Thor's hand... The Aesir are blessed.

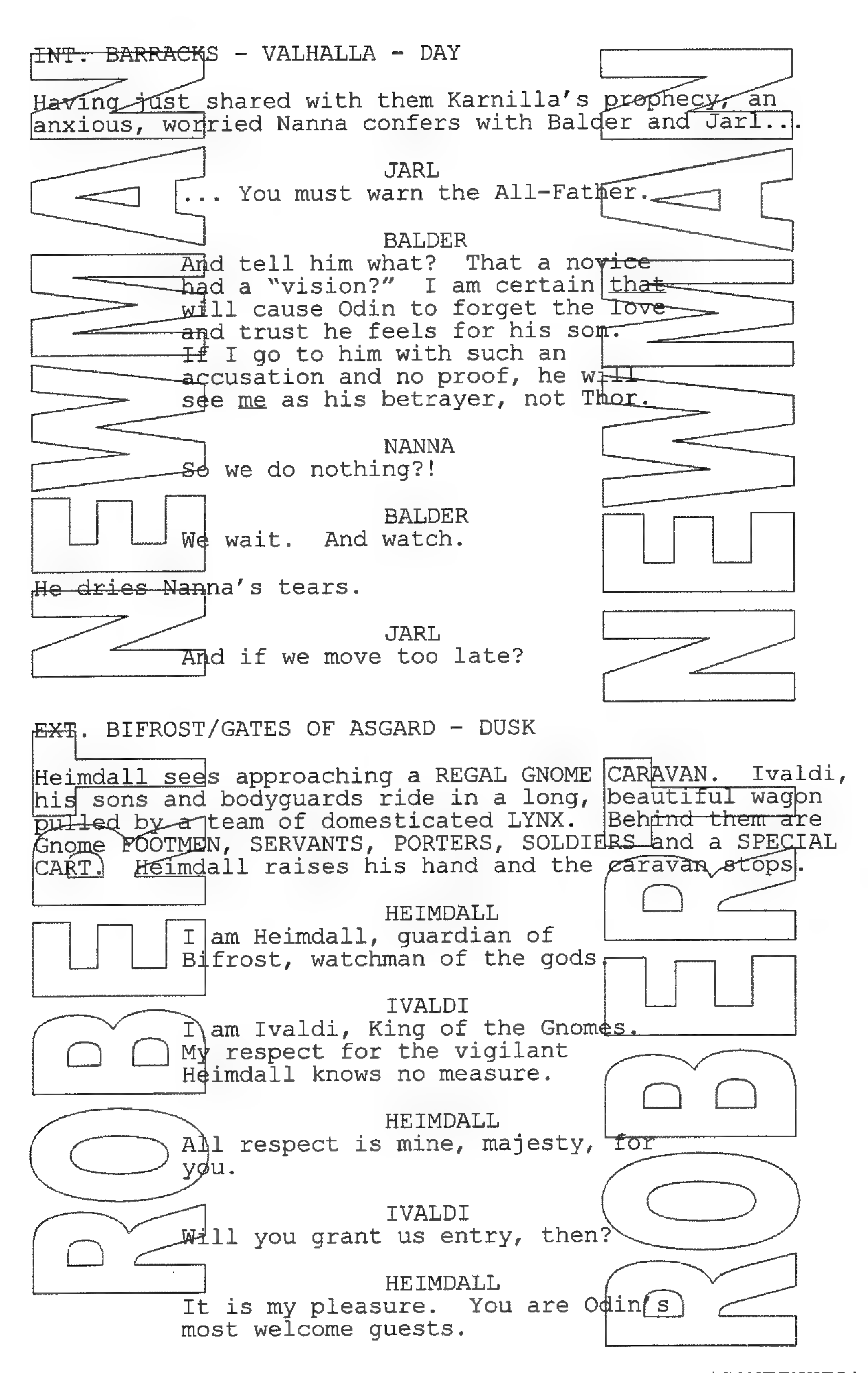
Odin manages an unconvincing nod. And, making a decision about this son's character, regards Loki with admiration.

ODIN
I believe Thor is blessed. To have you as his brother. As I am. To have you as my son.

Odin embraces him. *And though he shows no sign of it, an awful shiver of guilt races through Loki's body.*

EXT. MAIN THOROUGHFARE - ASGARD - DAY

Thor is escorted to Valhalla by the Warriors Three. Asgardians praise him, but he fails to acknowledge their salutations. *They perceive this as arrogant posturing on his part, but it's not. Thor is simply too unsettled by his fears.* Not sure what to think, Fandral, Volstagg, and Hogun exchange looks of concern.



INT. BARRACKS - VALHALLA - DAY

Having just shared with them Karnilla's prophecy, an anxious, worried Nanna confers with Balder and Jarl...

JARL
... You must warn the All-Father.

BALDER
And tell him what? That a novice had a "vision?" I am certain that will cause Odin to forget the love and trust he feels for his son. If I go to him with such an accusation and no proof, he will see _me_ as his betrayer, not Thor.

NANNA
So we do nothing?!

BALDER
We wait. And watch.

He dries Nanna's tears.

JARL
And if we move too late?

EXT. BIFROST/GATES OF ASGARD - DUSK

Heimdall sees approaching a REGAL GNOME CARAVAN. Ivaldi, his sons and bodyguards ride in a long, beautiful wagon pulled by a team of domesticated LYNX. Behind them are Gnome FOOTMEN, SERVANTS, PORTERS, SOLDIERS and a SPECIAL CART. Heimdall raises his hand and the caravan stops.

HEIMDALL
I am Heimdall, guardian of Bifrost, watchman of the gods.

IVALDI
I am Ivaldi, King of the Gnomes. My respect for the vigilant Heimdall knows no measure.

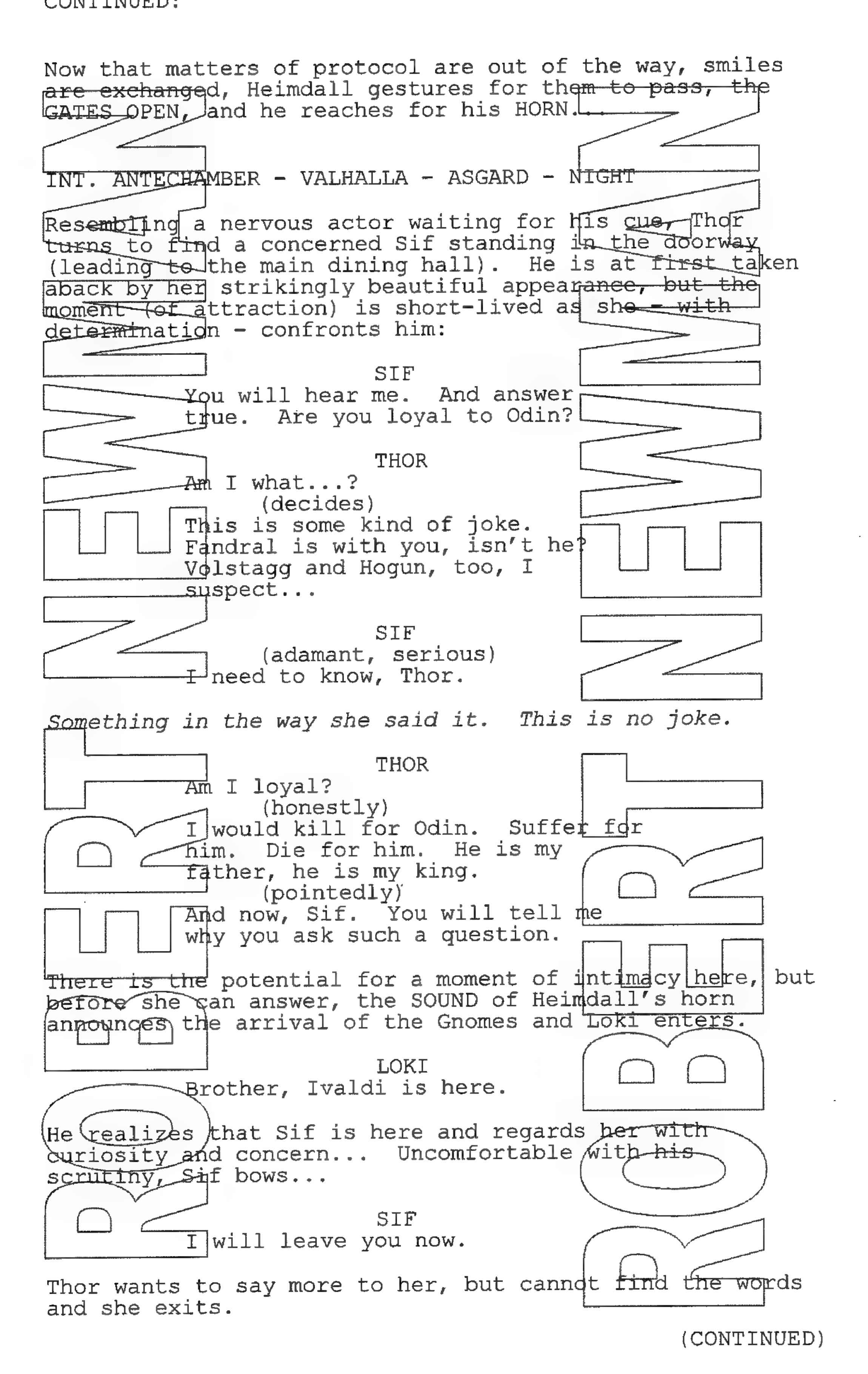
HEIMDALL
All respect is mine, majesty, for you.

IVALDI
Will you grant us entry, then?

HEIMDALL
It is my pleasure. You are Odin's most welcome guests.

(CONTINUED)

CONTINUED:



Now that matters of protocol are out of the way, smiles are exchanged, Heimdall gestures for them to pass, the GATES OPEN, and he reaches for his HORN...

INT. ANTECHAMBER - VALHALLA - ASGARD - NIGHT

Resembling a nervous actor waiting for his cue, Thor turns to find a concerned Sif standing in the doorway (leading to the main dining hall). He is at first taken aback by her strikingly beautiful appearance, but the moment (of attraction) is short-lived as she - with determination - confronts him:

SIF
You will hear me. And answer true. Are you loyal to Odin?

THOR
Am I what...?
(decides)
This is some kind of joke. Fandral is with you, isn't he? Volstagg and Hogun, too, I suspect...

SIF
(adamant, serious)
I need to know, Thor.

Something in the way she said it. This is no joke.

THOR
Am I loyal?
(honestly)
I would kill for Odin. Suffer for him. Die for him. He is my father, he is my king.
(pointedly)
And now, Sif. You will tell me why you ask such a question.

There is the potential for a moment of intimacy here, but before she can answer, the SOUND of Heimdall's horn announces the arrival of the Gnomes and Loki enters.

LOKI
Brother, Ivaldi is here.

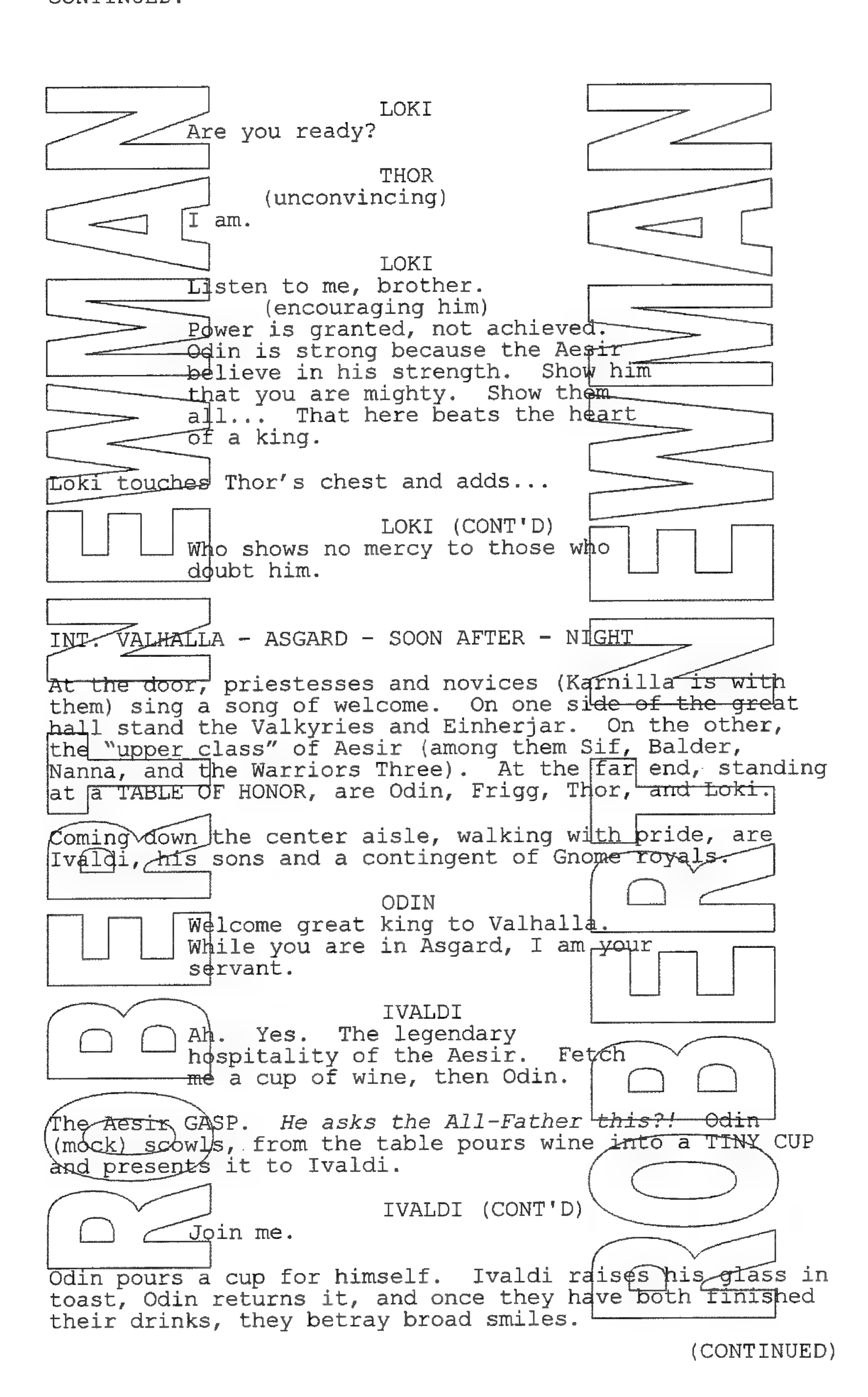
He realizes that Sif is here and regards her with curiosity and concern... Uncomfortable with his scrutiny, Sif bows...

SIF
I will leave you now.

Thor wants to say more to her, but cannot find the words and she exits.

(CONTINUED)

CONTINUED:



LOKI
Are you ready?

THOR
(unconvincing)
I am.

LOKI
Listen to me, brother.
(encouraging him)
Power is granted, not achieved. Odin is strong because the Aesir believe in his strength. Show him that you are mighty. Show them all... That here beats the heart of a king.

Loki touches Thor's chest and adds...

LOKI (CONT'D)
Who shows no mercy to those who doubt him.

INT. VALHALLA - ASGARD - SOON AFTER - NIGHT

At the door, priestesses and novices (Karnilla is with them) sing a song of welcome. On one side of the great hall stand the Valkyries and Einherjar. On the other, the "upper class" of Aesir (among them Sif, Balder, Nanna, and the Warriors Three). At the far end, standing at a TABLE OF HONOR, are Odin, Frigg, Thor, and Loki.

Coming down the center aisle, walking with pride, are Ivaldi, his sons and a contingent of Gnome royals.

ODIN
Welcome great king to Valhalla. While you are in Asgard, I am your servant.

IVALDI
Ah. Yes. The legendary hospitality of the Aesir. Fetch me a cup of wine, then Odin.

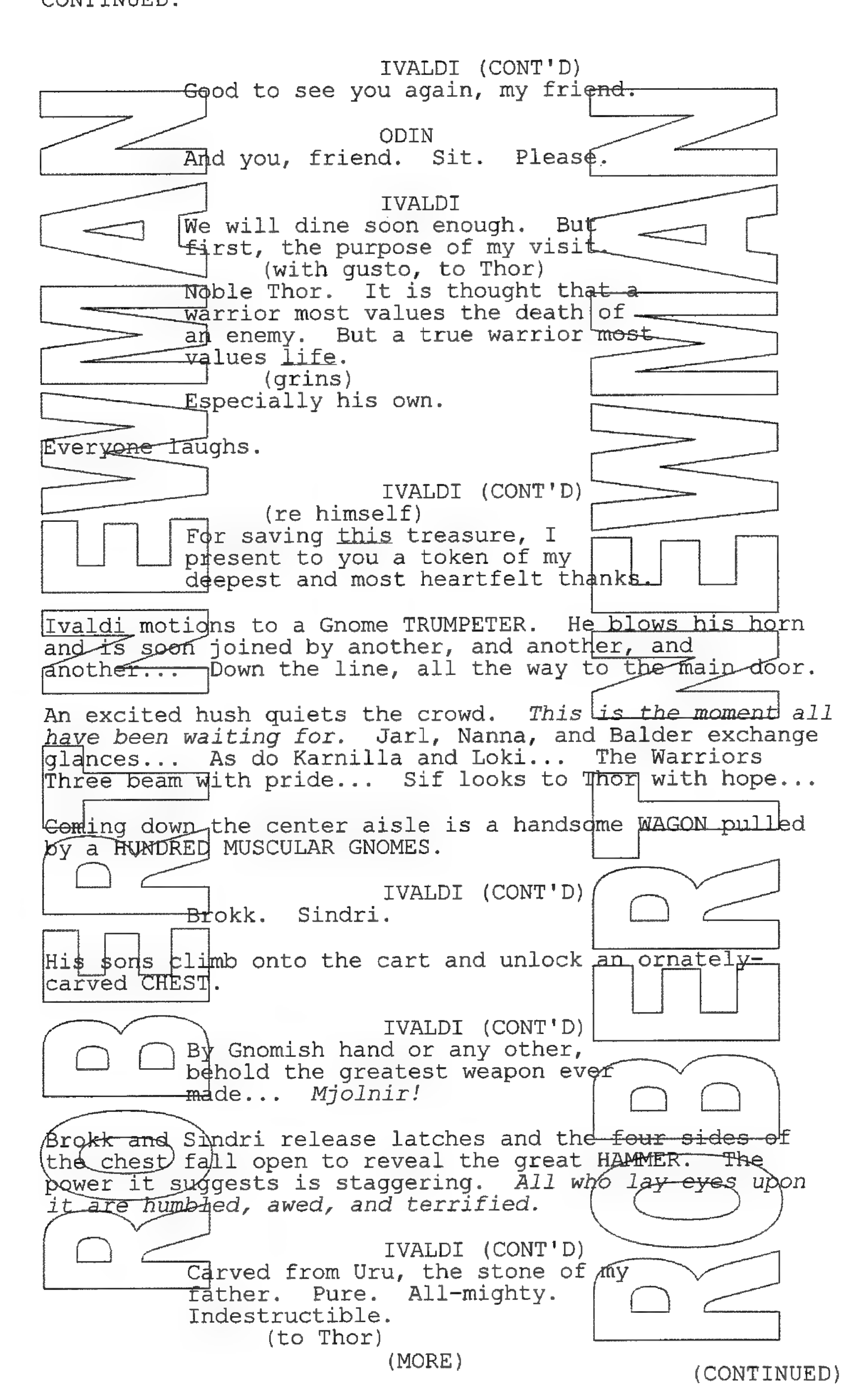
The Aesir GASP. *He asks the All-Father this?!* Odin (mock) scowls, from the table pours wine into a TINY CUP and presents it to Ivaldi.

IVALDI (CONT'D)
Join me.

Odin pours a cup for himself. Ivaldi raises his glass in toast, Odin returns it, and once they have both finished their drinks, they betray broad smiles.

(CONTINUED)

CONTINUED:



IVALDI (CONT'D)
Good to see you again, my friend.

ODIN
And you, friend. Sit. Please.

IVALDI
We will dine soon enough. But first, the purpose of my visit.
(with gusto, to Thor)
Noble Thor. It is thought that a warrior most values the death of an enemy. But a true warrior most values life.
(grins)
Especially his own.

Everyone laughs.

IVALDI (CONT'D)
(re himself)
For saving this treasure, I present to you a token of my deepest and most heartfelt thanks.

Ivaldi motions to a Gnome TRUMPETER. He blows his horn and is soon joined by another, and another, and another... Down the line, all the way to the main door.

An excited hush quiets the crowd. *This is the moment all have been waiting for.* Jarl, Nanna, and Balder exchange glances... As do Karnilla and Loki... The Warriors Three beam with pride... Sif looks to Thor with hope...

Coming down the center aisle is a handsome WAGON pulled by a HUNDRED MUSCULAR GNOMES.

IVALDI (CONT'D)
Brokk. Sindri.

His sons climb onto the cart and unlock an ornately-carved CHEST.

IVALDI (CONT'D)
By Gnomish hand or any other, behold the greatest weapon ever made... *Mjolnir!*

Brokk and Sindri release latches and the four sides of the chest fall open to reveal the great HAMMER. The power it suggests is staggering. *All who lay eyes upon it are humbled, awed, and terrified.*

IVALDI (CONT'D)
Carved from Uru, the stone of my father. Pure. All-mighty. Indestructible.
(to Thor)
(MORE)

(CONTINUED)

CONTINUED: (2)

IVALDI (CONT'D)
Mjolnir controls the skies. Rain, wind, lightning, thunder - all tools at your disposal. Take hold of its handle and it will know you. Know your heart and mind. Your soul. Your enemies become its enemies. Throw it - and it will find the target for which you aim. Throw it - and it will return to your hand. In time, the hammer will become part of you, one with you... But take caution. This is no toy I give you. Mjolnir is like a wild horse. Show patience, build trust, and it will learn you, Thor, are its master.

Drawn to it, Thor rises from his seat...

THOR
Mjolnir.

IVALDI
It is yours and only yours. No other can wield it.

Odin bites his tongue. *This is a truly nerve-wracking moment for him. He wants to give Thor the benefit of the doubt, but...*. When Thor makes his way to the wagon, Jarl gestures and the Einherjar suddenly block his path!

BALDER
No...!

Nanna pulls him back. Jarl runs to the cart and tries to lift the hammer, but cannot.

ODIN
(calm, measured)
Jarl. Back down.

JARL
All-Father, he must not have this awful thing! Please... Listen...

ODIN
Heed my command.

Jarl gestures for the Einherjar to step back. His path to the wagon clear, Thor walks to the hammer... Touches the stone... Feels the wood, the leather... And effortlessly LIFTS Mjolnir above his head!

Led by the Warriors Three the Aesir CHEER! Gnome trumpeters blast triumphant notes, the Seid choir sings a song of praise, and goblets are raised in salute.

(CONTINUED)

CONTINUED: (3)

Thor feels the hammer's potency coursing through his veins like electricity... The power is seductive, almost overwhelming... He finds the face of Sif... Of his mother... Of Ivaldi... But when he sees Loki, his brother nods at Balder. *Who shows no support, no praise, no delight.* Thor looks at Odin... *Who shows similar fear as Balder's...* And Thor is hurt. *His father does doubt him.* Feeling he must prove himself, Thor rears back... And HURLS the hammer!

IVALDI

No!

Mjolnir flies so fast it burns red with heat... At the far end of the hall it SMASHES a door to splinters! After a moment, it rushes back to Thor's hand! His bones nearly crunch as fingers wrap 'round its handle. He looks... Jarl is humbled, but Balder - Balder appears to challenge him. *At least, that's what Thor sees.* Fueled by ambition, the hammer's energy now part of him, he hurries outside and all in attendance FOLLOW...

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

As the Gnomes and Aesir watch, Thor throws the hammer at a TREE hundreds of yards away. Within seconds, Mjolnir obliterates it and returns to Thor's fist.

IVALDI

Thor, I beg you. Stay your hand.

But Thor does not hear him. *Too great is Mjolnir's pull.* He lifts the hammer high and the sky darkens, RAIN falls, and claps of THUNDER echo in the hills. He strikes the hammer on the ground...

IVALDI (CONT'D)

NO!

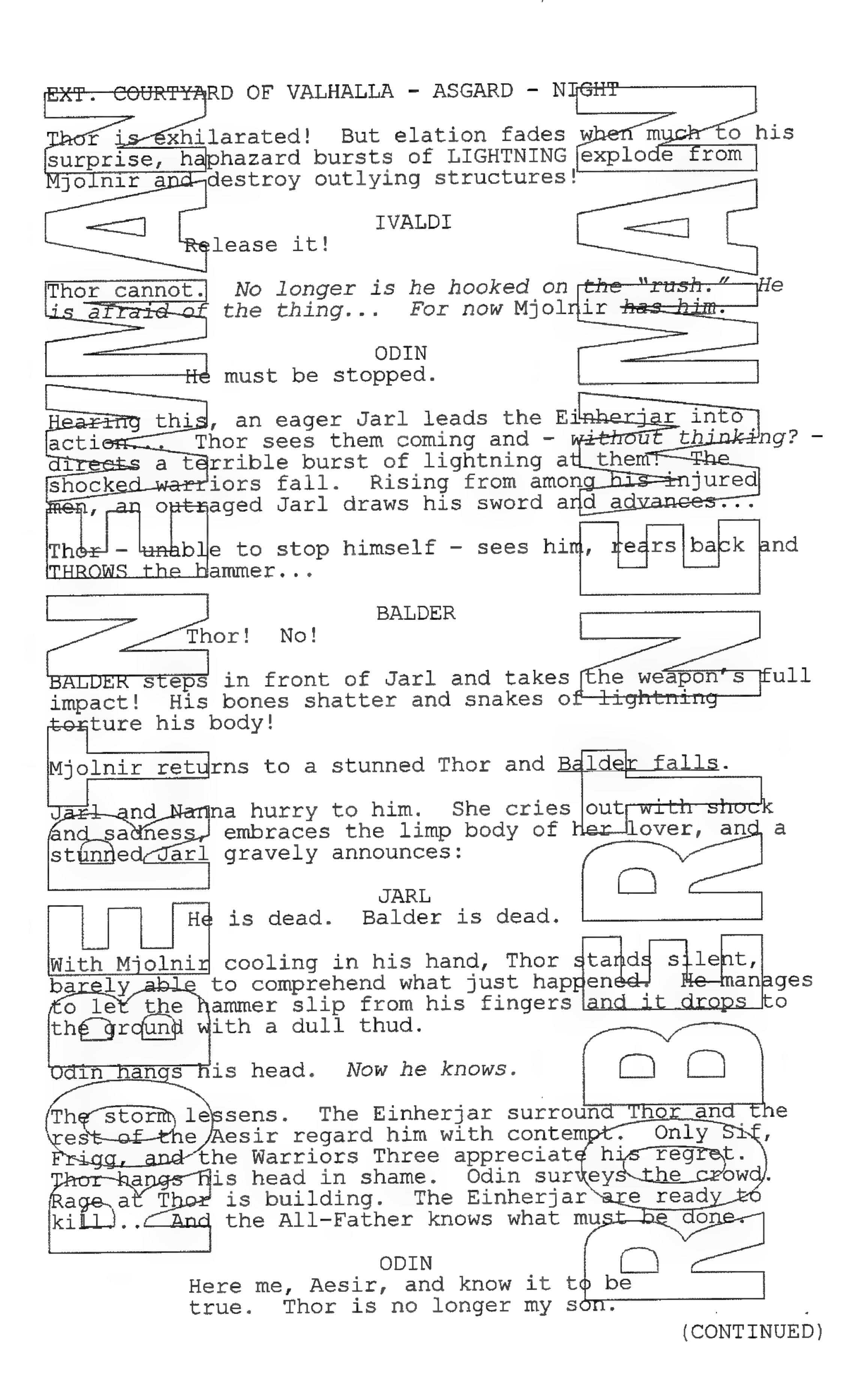
Too late. Mjolnir sends a powerful PULSE that shakes the foundation of Valhalla and knocks the Aesir off their feet. The mood of the crowd changes. Excitement gives way to trepidation. Thor points the hammer at the SEA...

EXT. SEA - ASGARD - NIGHT

THE OCEAN CHURNS. Great waves crest and fall. Terrible WINDS blow and flashes of LIGHTNING dance across the surface of the water.

EXT. SKY ABOVE ASGARD - NIGHT

The storm intensifies and spreads (seemingly to all corners of the Nine Worlds).



EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

Thor is exhilarated! But elation fades when much to his surprise, haphazard bursts of LIGHTNING explode from Mjolnir and destroy outlying structures!

IVALDI
Release it!

Thor cannot. *No longer is he hooked on the "rush." He is afraid of the thing... For now* Mjolnir *has him.*

ODIN
He must be stopped.

Hearing this, an eager Jarl leads the Einherjar into action... Thor sees them coming and - *without thinking?* - directs a terrible burst of lightning at them! The shocked warriors fall. Rising from among his injured men, an outraged Jarl draws his sword and advances...

Thor - unable to stop himself - sees him, rears back and THROWS the hammer...

BALDER
Thor! No!

BALDER steps in front of Jarl and takes the weapon's full impact! His bones shatter and snakes of lightning torture his body!

Mjolnir returns to a stunned Thor and Balder falls.

Jarl and Nanna hurry to him. She cries out with shock and sadness, embraces the limp body of her lover, and a stunned Jarl gravely announces:

JARL
He is dead. Balder is dead.

With Mjolnir cooling in his hand, Thor stands silent, barely able to comprehend what just happened. He manages to let the hammer slip from his fingers and it drops to the ground with a dull thud.

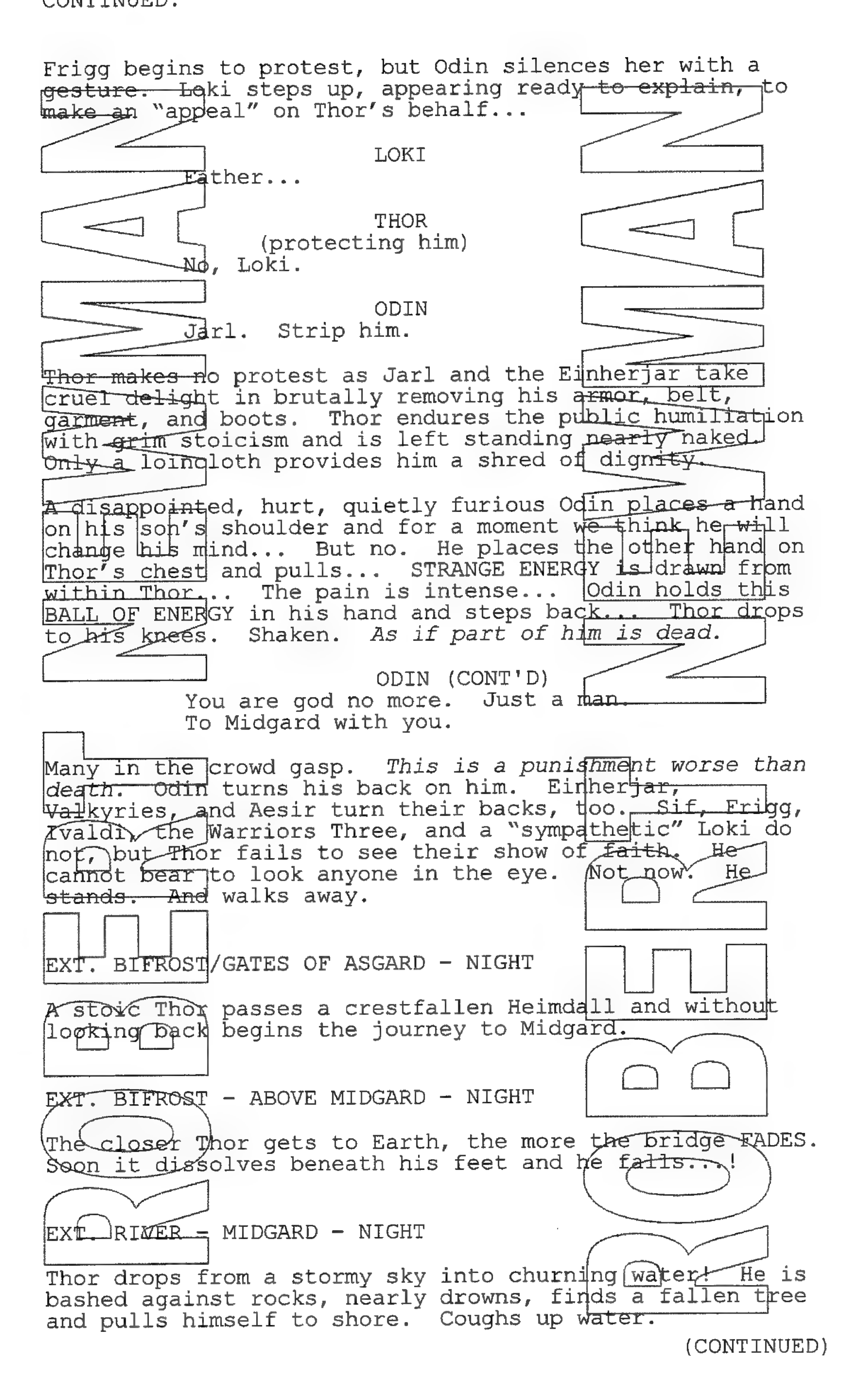
Odin hangs his head. *Now he knows.*

The storm lessens. The Einherjar surround Thor and the rest of the Aesir regard him with contempt. Only Sif, Frigg, and the Warriors Three appreciate his regret. Thor hangs his head in shame. Odin surveys the crowd. Rage at Thor is building. The Einherjar are ready to kill... And the All-Father knows what must be done.

ODIN
Here me, Aesir, and know it to be true. Thor is no longer my son.

(CONTINUED)

CONTINUED:



Frigg begins to protest, but Odin silences her with a gesture. Loki steps up, appearing ready to explain, to make an "appeal" on Thor's behalf...

LOKI
Father...

THOR
(protecting him)
No, Loki.

ODIN
Jarl. Strip him.

Thor makes no protest as Jarl and the Einherjar take cruel delight in brutally removing his armor, belt, garment, and boots. Thor endures the public humiliation with grim stoicism and is left standing nearly naked. Only a loincloth provides him a shred of dignity.

A disappointed, hurt, quietly furious Odin places a hand on his son's shoulder and for a moment we think he will change his mind... But no. He places the other hand on Thor's chest and pulls... STRANGE ENERGY is drawn from within Thor... The pain is intense... Odin holds this BALL OF ENERGY in his hand and steps back... Thor drops to his knees. Shaken. *As if part of him is dead.*

ODIN (CONT'D)
You are god no more. Just a man.
To Midgard with you.

Many in the crowd gasp. *This is a punishment worse than death.* Odin turns his back on him. Einherjar, Valkyries, and Aesir turn their backs, too. Sif, Frigg, Ivaldi, the Warriors Three, and a "sympathetic" Loki do not, but Thor fails to see their show of faith. He cannot bear to look anyone in the eye. Not now. He stands. And walks away.

EXT. BIFROST/GATES OF ASGARD - NIGHT

A stoic Thor passes a crestfallen Heimdall and without looking back begins the journey to Midgard.

EXT. BIFROST - ABOVE MIDGARD - NIGHT

The closer Thor gets to Earth, the more the bridge FADES. Soon it dissolves beneath his feet and he falls...!

EXT. RIVER - MIDGARD - NIGHT

Thor drops from a stormy sky into churning water! He is bashed against rocks, nearly drowns, finds a fallen tree and pulls himself to shore. Coughs up water.

(CONTINUED)

CONTINUED:

His body is cut and bruised. He's so cold his teeth chatter. *These sensations, these vulnerabilities are new to him.*

LIGHTNING STRIKES! Thor stands in the rain, haunted by the cruelty of the sky, and he CRIES OUT with rage at the heavens. At his plight. His faults. And failure.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

The Aesir are silent. Odin looks at the "energy sphere" in his hand... And is surprised when - beyond his control - it is drawn into Mjolnir.

ODIN
(an accusation?)
Ivaldi?

IVALDI
Mjolnir feels Thor's power belongs to it.

ODIN
(suspicious of him)
It feels?!

IVALDI
I gave the hammer spirit, Odin. Like Draupnir and Gungnir - when I made them for Ymir.

ODIN
Well. They are mine now. And they abide. You will grant this thing a new master. Loki.

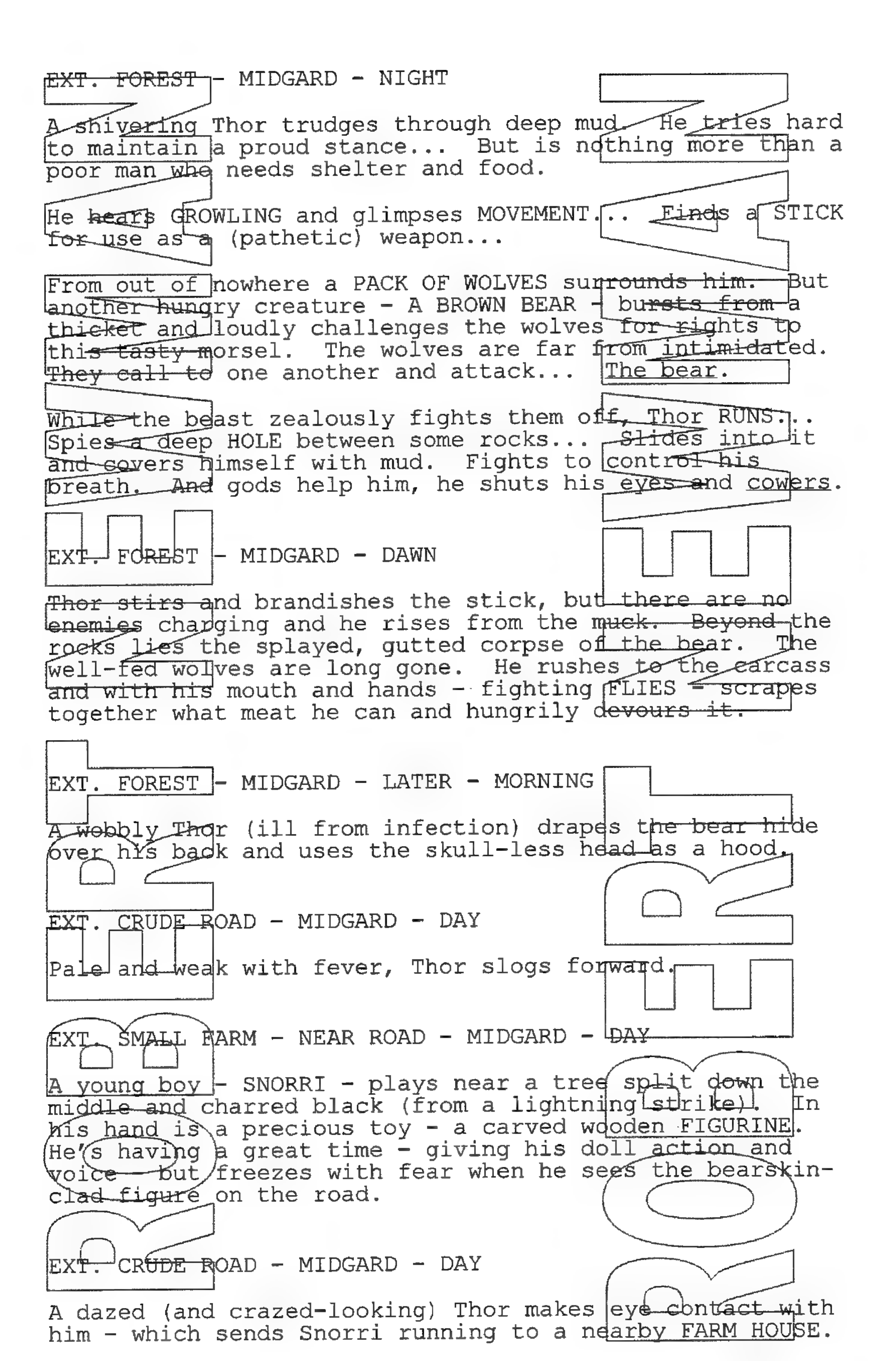
(IN THE BACKGROUND Karnilla can barely contain her glee).

IVALDI
Mjolnir was made by my hand. I choose who wields it.

ODIN
(a challenge)
Honor my decision.

Ivaldi's soldiers face off with the Einherjar. *This could get ugly.* The Gnome King moves to Mjolnir... He takes from his belt a hammer and chisel and with them inscribes NEW RUNES into the Uru stone. Finished, he steps back and defiantly reads the epigraph:

IVALDI
Any man that holds this hammer, if he be worthy, shall possess the power of Thor.



EXT. FOREST - MIDGARD - NIGHT

A shivering Thor trudges through deep mud. He tries hard to maintain a proud stance... But is nothing more than a poor man who needs shelter and food.

He hears GROWLING and glimpses MOVEMENT... Finds a STICK for use as a (pathetic) weapon...

From out of nowhere a PACK OF WOLVES surrounds him. But another hungry creature - A BROWN BEAR - bursts from a thicket and loudly challenges the wolves for rights to this tasty morsel. The wolves are far from intimidated. They call to one another and attack... The bear.

While the beast zealously fights them off, Thor RUNS... Spies a deep HOLE between some rocks... Slides into it and covers himself with mud. Fights to control his breath. And gods help him, he shuts his eyes and cowers.

EXT. FOREST - MIDGARD - DAWN

Thor stirs and brandishes the stick, but there are no enemies charging and he rises from the muck. Beyond the rocks lies the splayed, gutted corpse of the bear. The well-fed wolves are long gone. He rushes to the carcass and with his mouth and hands - fighting FLIES - scrapes together what meat he can and hungrily devours it.

EXT. FOREST - MIDGARD - LATER - MORNING

A wobbly Thor (ill from infection) drapes the bear hide over his back and uses the skull-less head as a hood.

EXT. CRUDE ROAD - MIDGARD - DAY

Pale and weak with fever, Thor slogs forward.

EXT. SMALL FARM - NEAR ROAD - MIDGARD - DAY

A young boy - SNORRI - plays near a tree split down the middle and charred black (from a lightning strike). In his hand is a precious toy - a carved wooden FIGURINE. He's having a great time - giving his doll action and voice - but freezes with fear when he sees the bearskin-clad figure on the road.

EXT. CRUDE ROAD - MIDGARD - DAY

A dazed (and crazed-looking) Thor makes eye contact with him - which sends Snorri running to a nearby FARM HOUSE.

(CONTINUED)

CONTINUED:

Thor starts to say something, but the boy's long gone. Up ahead, down the road a bit, is a WALLED TOWN...

EXT. FARM HOUSE - MIDGARD - DAY

Viking farmer EIRIC (strong and proud) chops wood. Through an open door we see inside the house his wife LEILA nursing their infant daughter, SIGRID. Eiric turns to see his son approaching, hand pointed at the road... When he sees the bearskin-clad figure, Eiric MOVES.

EIRIC
(to Snorri)
Stay here.

AX IN HAND, the big man RUNS to the road. And Snorri - risking his father's punishment - can't help but follow.

EXT. VIKING VILLAGE - MIDGARD - DAY

A small community on a riverbank, protected by a wall of rough-hewn timbers - a variation on a RINGFORT.

VIKINGS inspect damage from last night's storm. Buildings have been wrecked by lightning, longships and piers ruined by violent surf, fields flooded with rain.

On a perch near the GATE, a LOOKOUT spies Thor and strikes a crude ALARM.

LOOKOUT
Berserker! BERSERKER!

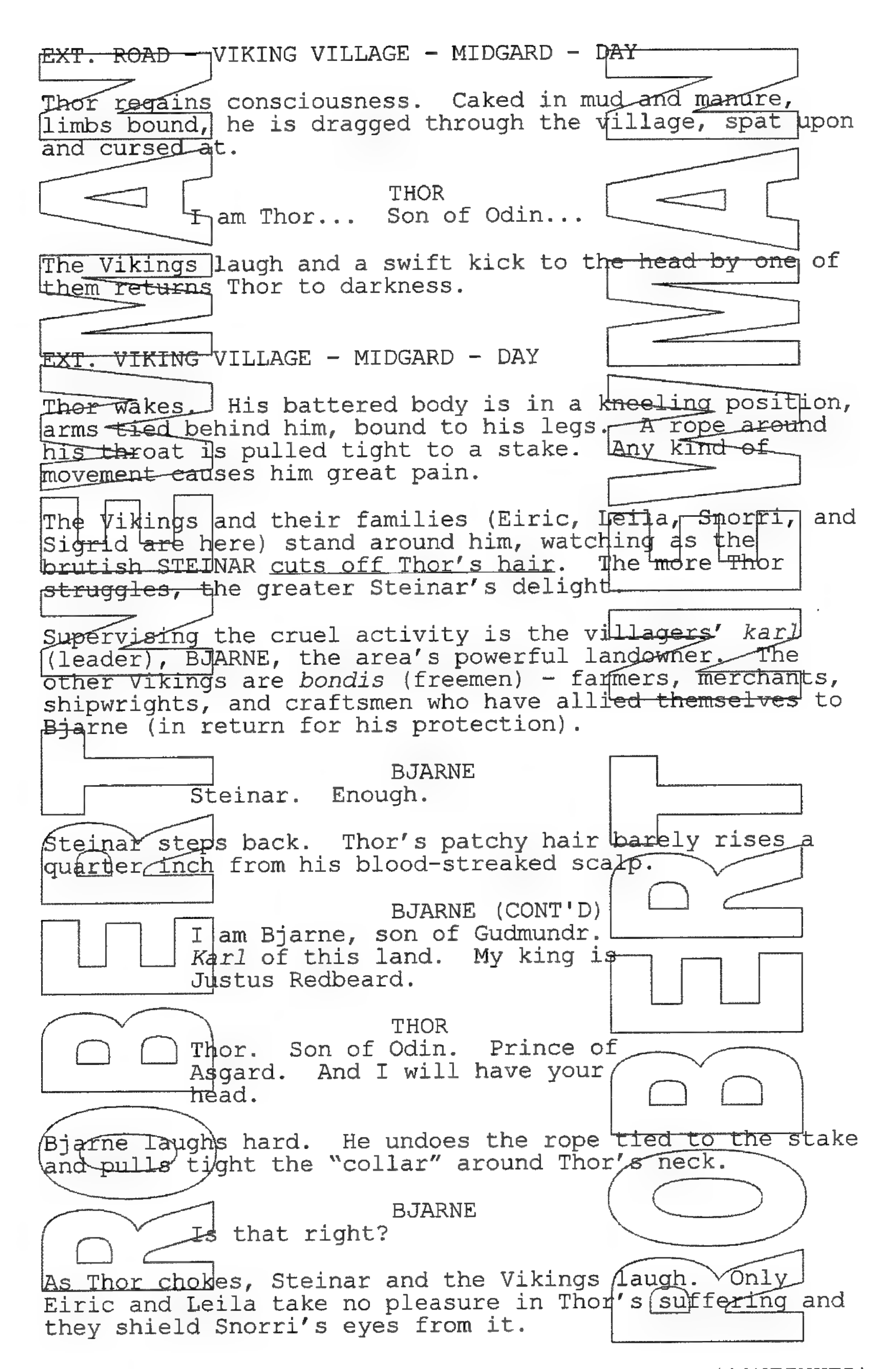
The Vikings - about 30 of them - grab axes, spears, and swords and rush to the gate...

EXT. OUTSKIRTS OF VIKING VILLAGE - MIDGARD - DAY

Weary Thor approaches with hopes of sanctuary... A SPEAR lands about a foot in front of him. *A little more velocity and it would have pierced his chest.* Through glassy eyes he sees the armed men coming at him...

THOR
Stop... I command you...

They're not stopping. He lifts the spear and prepares for attack... But the dull end of an ax BASHES the back of his skull! Thor blacks out, drops, and we see Eiric standing behind him. (With a proud Snorri watching).



EXT. ROAD - VIKING VILLAGE - MIDGARD - DAY

Thor regains consciousness. Caked in mud and manure, limbs bound, he is dragged through the village, spat upon and cursed at.

THOR
I am Thor... Son of Odin...

The Vikings laugh and a swift kick to the head by one of them returns Thor to darkness.

EXT. VIKING VILLAGE - MIDGARD - DAY

Thor wakes. His battered body is in a kneeling position, arms tied behind him, bound to his legs. A rope around his throat is pulled tight to a stake. Any kind of movement causes him great pain.

The Vikings and their families (Eiric, Leila, Snorri, and Sigrid are here) stand around him, watching as the brutish STEINAR cuts off Thor's hair. The more Thor struggles, the greater Steinar's delight.

Supervising the cruel activity is the villagers' *karl* (leader), BJARNE, the area's powerful landowner. The other Vikings are *bondis* (freemen) - farmers, merchants, shipwrights, and craftsmen who have allied themselves to Bjarne (in return for his protection).

BJARNE
Steinar. Enough.

Steinar steps back. Thor's patchy hair barely rises a quarter inch from his blood-streaked scalp.

BJARNE (CONT'D)
I am Bjarne, son of Gudmundr. *Karl* of this land. My king is Justus Redbeard.

THOR
Thor. Son of Odin. Prince of Asgard. And I will have your head.

Bjarne laughs hard. He undoes the rope tied to the stake and pulls tight the "collar" around Thor's neck.

BJARNE
Is that right?

As Thor chokes, Steinar and the Vikings laugh. Only Eiric and Leila take no pleasure in Thor's suffering and they shield Snorri's eyes from it.

(CONTINUED)

CONTINUED:

BJARNE (CONT'D)
You are my *thrall*, berserker. I own you.

He relaxes the line and Thor is able to breathe.

BJARNE (CONT'D)
Work hard and I will treat you well. Work very hard and in time you could buy your freedom. Become *bryti*. Like Steinar here.

THOR
I'll take his head, too.

BJARNE
I like you, "Thor Odinsson." You have pride. But in my *thralls* I need only obedience. I've found that men like you can work surprisingly well with one foot...

Steinar pulls back Thor's left ankle and readies an AX.

BJARNE (CONT'D)
(pulls a knife)
... And no tongue.

IN THE CROWD, Eiric instinctively reaches for his ax. *It bothers him to see an animal treated like this, let alone a man,* but Leila stays his hand.

Much to his own shame, Thor's bravado vanishes. And he bows his head to Bjarne.

BJARNE (CONT'D)
Proud. And wise. Good for you.
(to Steinar)
Take him to the pens.

Steinar brings down the ax! And cuts Thor's bonds. The new *thrall* is dragged to the STABLES and Eiric, Leila and Snorri regard Thor with something like pity. *If anything gives him solace in this hell, it is that.*

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

With Mjolnir between them - and every Aesir and Gnome watching - a furious Odin confronts Ivaldi...

ODIN
What have you done?!

IVALDI
That which is my right. Stand back, Aesir.

(CONTINUED)

CONTINUED:

The Gnome King lifts his hand to the heavens and incants:

IVALDI (CONT'D)
Mjolnir ehuz manna threy - innhaz erusz soe - Uru negasz!

From the sky a LIGHTNING BOLT strikes the hammer and transforms it into an ordinary-looking STICK.

IVALDI (CONT'D)
Yggdrasil! Nyd dagr vand Mjolnir ter Giotungard!

EXT. YGGDRASIL - NIGHT

Responding to Ivaldi's call, a VINE races to Asgard...

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

... It twists through the sky, descends to the square, SNATCHES the stick in its tendril tip and retreats as quickly as it came.

Ivaldi emits a WEIRD WHISTLE and soon - scurrying past the feet of the Aesir - come dozens of MICE and SQUIRRELS and he instructs them:

IVALDI
Bring word to the *godi* of Midgard. Tell the seers that any man with the courage to reach Giotungard can become God of Thunder.

The little beasts "nod" and scurry away.

ODIN
I forbid this!

IVALDI
You can forbid nothing.

Furious, Odin pulls a SWORD... Every Gnome moves to defend their king... The Einherjar make ready...

LOKI
(calm, intervenes)
Father. We must honor Ivaldi and every choice he makes. Let none say the Aesir were inhospitable to a guest.

A frustrated (but still angry) Odin sheathes his weapon and Ivaldi regards Loki with respect. Aesir and Gnome fighters relax.

(CONTINUED)

CONTINUED:

LOKI (CONT'D)
(to Ivaldi)
Great king, will you dine with me?

IVALDI
You are a gracious host, Loki.
But we return to Svartalfheim.

LOKI
As you wish.

They bow respectfully to each other and Ivaldi signals for the Gnomes to leave.

EXT. YGGDRASIL - NIGHT

The vine carries the Mjolnir stick along its trunk...

EXT. GIOTUNGARD - NIGHT

The vine slithers across the landscape and deposits the stick in the Place of Stones. On this brutal precipice Mjolnir waits for a master.

INT. STABLES - NEAR VIKING VILLAGE - MIDGARD - NIGHT

Thor lies shivering on the shit-filled floor of a locked animal pen. He hears something... Looking at him through the slats of a gate is Leila. Nervous, she extends her hand and offers a cup of HOT SOUP.

LEILA
The odor is awful, I know, but it can heal you. Drink. Please.

Something in her eyes. Thor takes the potion from her (she immediately pulls back) and drinks. He nearly gags from the stink, but manages to swallow it.

LEILA (CONT'D)
In the morning your fever will be gone. Try to sleep.

Thor nods thanks.

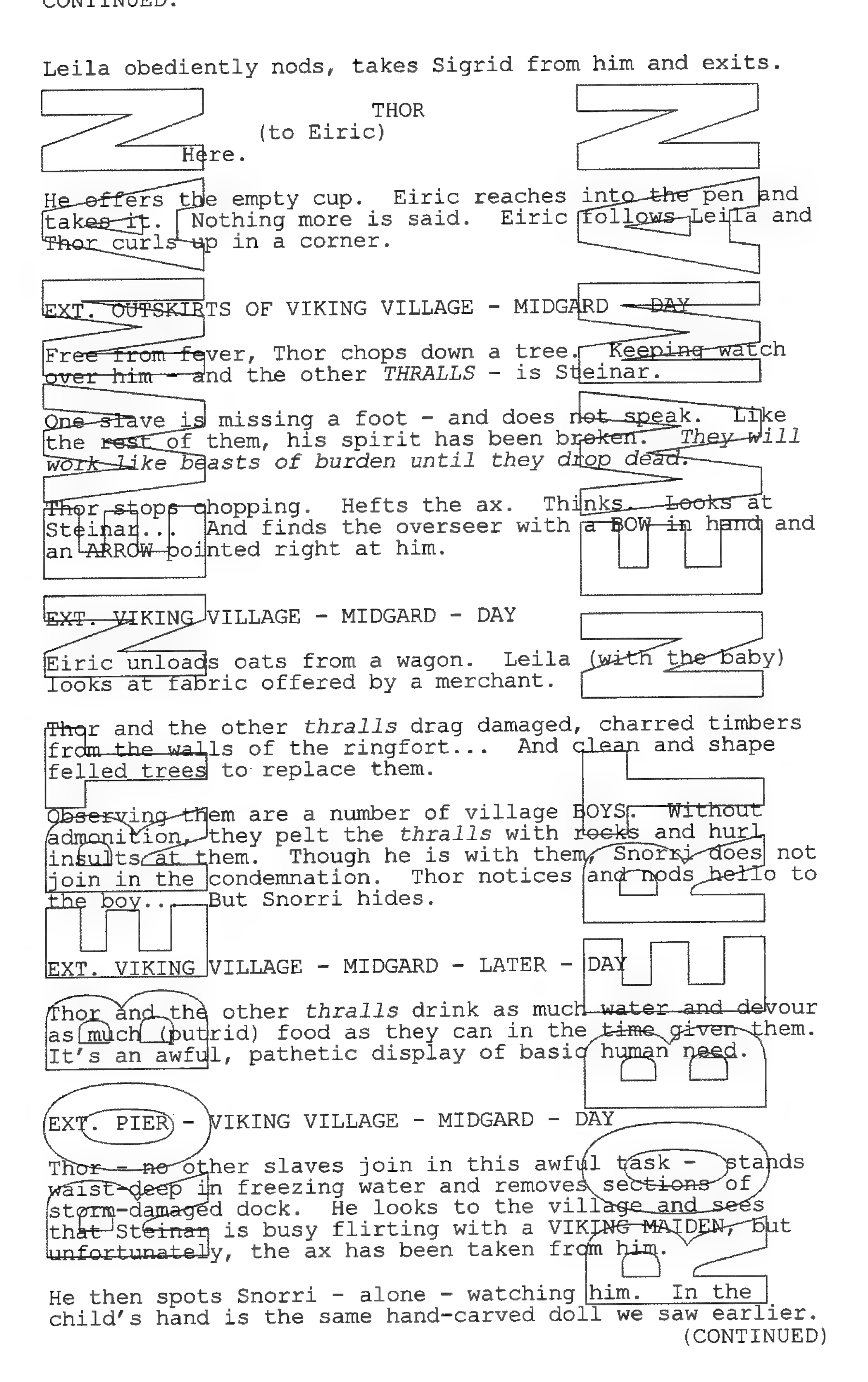
EIRIC O.S.
Leila.

She turns to find her husband - with sleeping Sigrid in his arms - standing behind her. Thor fears he will berate her - or worse beat her - but Eiric does nothing of the sort...

EIRIC
Our son wishes to hear a story.

(CONTINUED)

CONTINUED:



Leila obediently nods, takes Sigrid from him and exits.

THOR
(to Eiric)
Here.

He offers the empty cup. Eiric reaches into the pen and takes it. Nothing more is said. Eiric follows Leila and Thor curls up in a corner.

EXT. OUTSKIRTS OF VIKING VILLAGE - MIDGARD - DAY

Free from fever, Thor chops down a tree. Keeping watch over him - and the other *THRALLS* - is Steinar.

One slave is missing a foot - and does not speak. Like the rest of them, his spirit has been broken. *They will work like beasts of burden until they drop dead.*

Thor stops chopping. Hefts the ax. Thinks. Looks at Steinar... And finds the overseer with a BOW in hand and an ARROW pointed right at him.

EXT. VIKING VILLAGE - MIDGARD - DAY

Eiric unloads oats from a wagon. Leila (with the baby) looks at fabric offered by a merchant.

Thor and the other *thralls* drag damaged, charred timbers from the walls of the ringfort... And clean and shape felled trees to replace them.

Observing them are a number of village BOYS. Without admonition, they pelt the *thralls* with rocks and hurl insults at them. Though he is with them, Snorri does not join in the condemnation. Thor notices and nods hello to the boy... But Snorri hides.

EXT. VIKING VILLAGE - MIDGARD - LATER - DAY

Thor and the other *thralls* drink as much water and devour as much (putrid) food as they can in the time given them. It's an awful, pathetic display of basic human need.

EXT. PIER - VIKING VILLAGE - MIDGARD - DAY

Thor - no other slaves join in this awful task - stands waist-deep in freezing water and removes sections of storm-damaged dock. He looks to the village and sees that Steinar is busy flirting with a VIKING MAIDEN, but unfortunately, the ax has been taken from him.

He then spots Snorri - alone - watching him. In the child's hand is the same hand-carved doll we saw earlier.

(CONTINUED)

CONTINUED:

THOR
And who is that?

SNORRI
Thor. He defends Asgard. And kills giants. Hundreds of them.

THOR
(a moment of pride)
Does he? You like him, then?

SNORRI
No! Thor is a fool. He only cares about his own glory. But he's great for smashing things up!

With the doll the boy shatters mussel shells. A sad Thor watches Snorri with something like a smile... Then sees through FOG the vague shape of a KARVI - a 12-oared LONGSHIP. At the same time the gate ALARM sounds!

LOOKOUT O.S.
BERSERKERS!

THOR
(to Snorri)
Find your father. Now. Go.

The boy runs off... Steinar - unaware of the karvi - reacts to the alarm and barks at Thor:

STEINAR
Friends of yours?

He lifts his bow and aims... Thor ducks beneath the water and the arrow flies over his head.

UNDERWATER - Thor holds his breath and dodges arrows...

ON THE SHORE - Steinar waits for him to surface...

BJARNE O.S.
Steinar!

Steinar opts to forget Thor - *surely he must be dead* - heeds his master's call and runs to the center of town...

Thor rises from the water, gasps for breath... The karvi is coming... With a DOZEN BERSERKERS on it! Savage, muscular brutes - *in bearskins. Of course.* As the boat passes, Thor grabs hold and pulls himself aboard...

EXT. BERSERKER KARVI/VIKING VILLAGE PIER - MIDGARD - DAY

... Thor dodges an AX STRIKE! Tackles a berserker. Takes the man's weapon. Kills him.

(CONTINUED)

CONTINUED:

Cuts in half ANOTHER. And nearly beheads ONE more while the REST of the berserker crew invades the village.

Thor stops. He could take the boat right now and leave this place... But he lifts another ax from a dead man and rushes into the village, a weapon in each hand...

EXT. MAIN GATE - VIKING VILLAGE - MIDGARD - DAY

Bjarne, Steinar and other Viking men gather to see...

EXT. OUTSKIRTS OF VIKING VILLAGE - MIDGARD - DAY

... TWO DOZEN BERSERKERS charging the gate! Led by the cruel GUNNAR, the members of the wild horde wear no armor - only animal skins - and exude a terrifying primal energy. *There is no fear in a berserker, only the savage desire to kill and a belief that he is invincible.*

EXT. MAIN GATE - VIKING VILLAGE - MIDGARD - DAY

When it comes to berserkers, though, there is plenty of fear in a Viking. And we see it clearly in Bjarne. Desperate to hide it, he "proudly" takes command...

BJARNE
Bowmen...!

He points to LEDGES on the walls. Any Viking with a bow climbs onto them and fires arrows at the attackers...

BJARNE (CONT'D)
Break through, will they?

All heads turn when they hear SCREAMS behind them...

... Catching the Vikings by surprise, the berserkers from the karvi cut a swath through the village... The townsmen have greater numbers, but the attackers strike with such speed and fury they are no match for them.

Soon the karvi berserkers have opened the gate and Gunnar leads the rest of the horde into the village.

Chaos ensues. Women and children hide. Men do what they can, but the berserkers are like a horrible force of nature. Stores are plundered and a third of the raiders carry the booty toward the pier.

Bjarne relies on Steinar to protect him. *Suddenly saving his own skin is all that matters.*

With Leila, Snorri, and Sigrid safe in a merchant's shop, Eiric joins the fight. He and a handful of other Vikings are skilled warriors and kill a number of berserkers, but their efforts may not be enough.

(CONTINUED)

CONTINUED:

The village looks destined to fall... Until Thor arrives. He meets the berserkers head-on... His axes fell one, two, three... He dodges, spins, seeks out an opponent's weakness... And finds it. His is an awesome display of fighting skill and the Vikings are bolstered by it. Eiric and Thor work together and more raiders fall. The tide turns in their favor...

Gunnar is furious. He motions for his men to take what they can and run, then focuses on Thor...

Eiric and others pursue the raiders, but Thor stays and meets Gunnar's attack. The berserker swings... Thor dodges and strikes... Gunnar parries and Thor loses an ax. They "dance" a little, studying each other's style.

GUNNAR
You're no townsman.

Thor slices... Gunnar blocks with his sword... In a test of strength, steel scrapes against steel... Gunnar weakens - just a bit - and the edge of Thor's ax CUTS the berserker's face. Blood blinding him, Gunnar wildly lashes out... Thor waits for his moment...

LEILA SCREAMS. Thor turns and sees - OUTSIDE THE MERCHANT'S - a berserker grab Snorri by the hair and drag him toward the pier... Thor moves to help... And the arm carrying the boy is cleaved from the berserker's shoulder! Snorri drops and runs to Leila. Thor finishes off the fiend and turns... But Gunnar is gone.

EXT. PIER - VIKING VILLAGE - MIDGARD - DAY

Berserkers throw pillaged meat, grain, fish, and ale into the karvi. It's a meager haul, but there's no going back for more - Eiric and the Vikings are coming. The berserkers push off... With villagers blocking his path, Gunnar dives into the water and swims to the karvi.

EXT. BERSERKER KARVI - MIDGARD - DAY

Men pull Gunnar into the vessel while others fire arrows at the Vikings to keep them at bay.

EXT. PIER - VIKING VILLAGE - MIDGARD - DAY

With their boats in disrepair, the Vikings cannot pursue the berserkers, but make no mistake, for Eiric and his fellows this is a great victory. They cheer and burst into song, and when Eiric sees Thor standing nearby, he offers his hand in thanks... And Thor takes it.

EXT. ASGARD - NIGHT

A dark cloud hangs over the city.

INT. SEID TEMPLE - ASGARD - NIGHT

Balder's body lies in state. With friends and family, Nanna mourns her lost love.

INT. BALCONY - SEID TEMPLE - ASGARD - NIGHT

Here we find Sif. Grieving alone. She offers silent praise to Balder... And sees across from her Loki, who is unaware of her presence. She begins to greet him... But stops when Karnilla joins Loki...

INT. OPPOSITE BALCONY - SEID TEMPLE - ASGARD - NIGHT

KARNILLA
I did well?

Loki KISSES her.

KARNILLA (CONT'D)
(frustrated, worried)
But the hammer should be yours now...

LOKI
So we had hoped, yes.

He senses something and looks up...

INT. BALCONY - SEID TEMPLE - ASGARD - NIGHT

... A shocked Sif moves to STAIRS that will take her to an exit.

INT. OPPOSITE BALCONY - SEID TEMPLE - ASGARD - NIGHT

KARNILLA
What is it?

LOKI
Nothing to worry about.

EXT. OUTSKIRTS OF VIKING VILLAGE - MIDGARD - DUSK

Thralls carry dead and wounded berserkers from the village and HANG the bodies from tree limbs.

EXT. VIKING VILLAGE - MIDGARD - NIGHT

Eyes on the writhing forms, a disgusted Thor asks:

THOR
Why?

EIRIC
(angry, sickened)
To praise Odin and earn his favor. If we do not, the berserkers may strike again.

THOR
Odin regards honor. Not cruelty.

EIRIC
Tell that to him...

He gestures at Bjarne who stands at the gate, sword raised to the heavens...

BJARNE
All-Father! With their blood we honor you! And give thanks for this victory! Hail God of War!

EIRIC
(to Thor)
He dreams of Valhalla.

Thor can't help but LAUGH. Steinar - supervising the removal of wounded berserkers - hears him...

STEINAR
You! Get your ass over here!

Thor still has an ax. And is prepared to use it. Steinar raises his bow and readies an arrow. Eiric steps in front of Thor and challenges Steinar:

EIRIC
You will not work him.

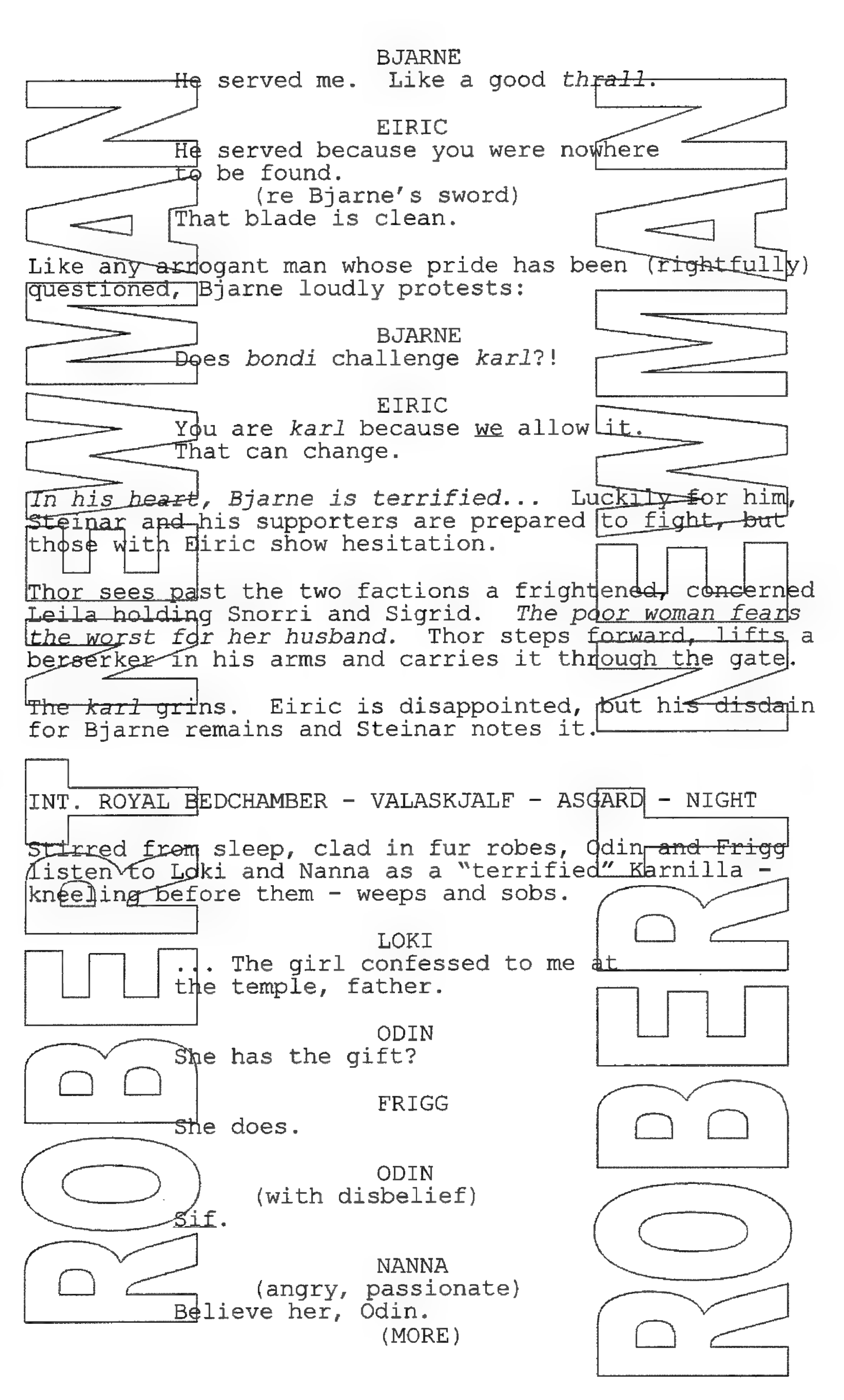
Some Vikings stand by Eiric. Bjarne - with plenty of supporters - imperiously approaches Eiric...

BJARNE
Eiric Eiricsson. You have something to say?

EIRIC
Today this man earned his freedom ten times over. We would be dead if not for him.

(CONTINUED)

CONTINUED:



BJARNE
He served me. Like a good *thrall*.

EIRIC
He served because you were nowhere to be found.
(re Bjarne's sword)
That blade is clean.

Like any arrogant man whose pride has been (rightfully) questioned, Bjarne loudly protests:

BJARNE
Does *bondi* challenge *karl*?!

EIRIC
You are *karl* because we allow it. That can change.

In his heart, Bjarne is terrified... Luckily for him, Steinar and his supporters are prepared to fight, but those with Eiric show hesitation.

Thor sees past the two factions a frightened, concerned Leila holding Snorri and Sigrid. *The poor woman fears the worst for her husband.* Thor steps forward, lifts a berserker in his arms and carries it through the gate.

The *karl* grins. Eiric is disappointed, but his disdain for Bjarne remains and Steinar notes it.

INT. ROYAL BEDCHAMBER - VALASKJALF - ASGARD - NIGHT

Stirred from sleep, clad in fur robes, Odin and Frigg listen to Loki and Nanna as a "terrified" Karnilla - kneeling before them - weeps and sobs.

LOKI
... The girl confessed to me at the temple, father.

ODIN
She has the gift?

FRIGG
She does.

ODIN
(with disbelief)
Sif.

NANNA
(angry, passionate)
Believe her, Odin.
(MORE)

(CONTINUED)

CONTINUED:

NANNA (CONT'D)
Karnilla saw Thor's challenge to the throne and she saw Balder's death, but Sif threatened anyone who dared speak of it.

ODIN
Loki?

LOKI
Thor told me of his love for Sif and asked that I keep it secret. If she is in league with him, she must confess her treason. Or face punishment.

EXT. BIFROST/GATES OF ASGARD - NIGHT

Heimdall reels from what Sif has just told him...

HEIMDALL
... You accuse Loki of terrible deceit. Why would he do this to his brother?

SIF
I have no idea. I only know what I saw and heard.

From the main thoroughfare, hurrying towards them with weapons in hand, are Volstagg, Fandral, and Hogun...

FANDRAL
Heimdall... Odin has ordered that Sif be jailed.

HEIMDALL
Jailed?

VOLSTAGG
Until her trial.

HOGUN
For conspiracy in the murder of Balder the Brave.

Heimdall draws his sword and stands against the Three.

FANDRAL
Oh. No. Heimdall, no.

HOGUN
We came to protect her.

VOLSTAGG
Sif is like a sister to us!

Heimdall and Sif are genuinely moved.

(CONTINUED)

CONTINUED:

FANDRAL
The Einherjar are coming for her.

HEIMDALL
(realizes, to Sif)
You cannot stay in Asgard. Find
Thor. Tell him what you know.

She embraces him and though uncomfortable with
expressions of physical affection, he hugs her dearly.

HOGUN
She will be safe with us.

FANDRAL
Where are we going?

VOLSTAGG
Midgard it seems.

FANDRAL
Oh no.

HEIMDALL
(difficult for him)
No one can cross Bifrost without
Odin's blessing. This is my
charge. Never have I wavered.

Realizing the gravity of this moment for him, Sif looks
at the sky...

SIF
Father? Is that not Una, Queen of
the Faeries?

He knows what she is trying to do and sadly laughs.

HEIMDALL
Don't be ridiculous, Sif. Please.

SIF
Look.

For her, Heimdall turns his gaze up and though he sees
nothing, keeps his eyes on the sky. Sif kisses him and
moves... We HOLD on Heimdall for quite awhile... And
when he finally looks back at the rainbow bridge... Sif
and the Warriors Three are gone.

He hears a commotion, turns and sees Jarl and TEN
EINHERJAR coming from the gates...

JARL
We come for Sif. If you know
where can she be found, tell us.
On your honor, Heimdall.

CONTINUED: (2)

HEIMDALL
I suppose she's half-way to Midgard by now. With the Warriors Three for company.

Jarl and the Einherjar move toward Bifrost... In a grand display of intimidation, Heimdall readies his sword and shield, challenging all. No Einherjar wants to confront Heimdall -- that is clear. As tension mounts... Odin and Loki come from the gate.

JARL
Sif is gone, All-Father. To Midgard. Fandral, Volstagg, and Hogun with her.

ODIN
(to Heimdall)
My watchman. My friend. Beyond my blood I trust you most. Is this true?

A silent Heimdall hangs his head. A disappointed Odin orders Jarl...

ODIN (CONT'D)
Take him. Post Einherjar in his place. Your best men.

Respecting Odin, Heimdall relinquishes his sword and shield and surrenders himself to the Einherjar.

JARL
And the girl?

LOKI
Father? Leave Sif to me.

INT. CATACOMBS - SEID TEMPLE - ASGARD - NIGHT

An anxious, lonely Karnilla waits. When Loki enters, she moves to embrace him, but he is preoccupied and begins to search the "sorcerer's supermarket" to be found in the corridors leading from the Seid Stone.

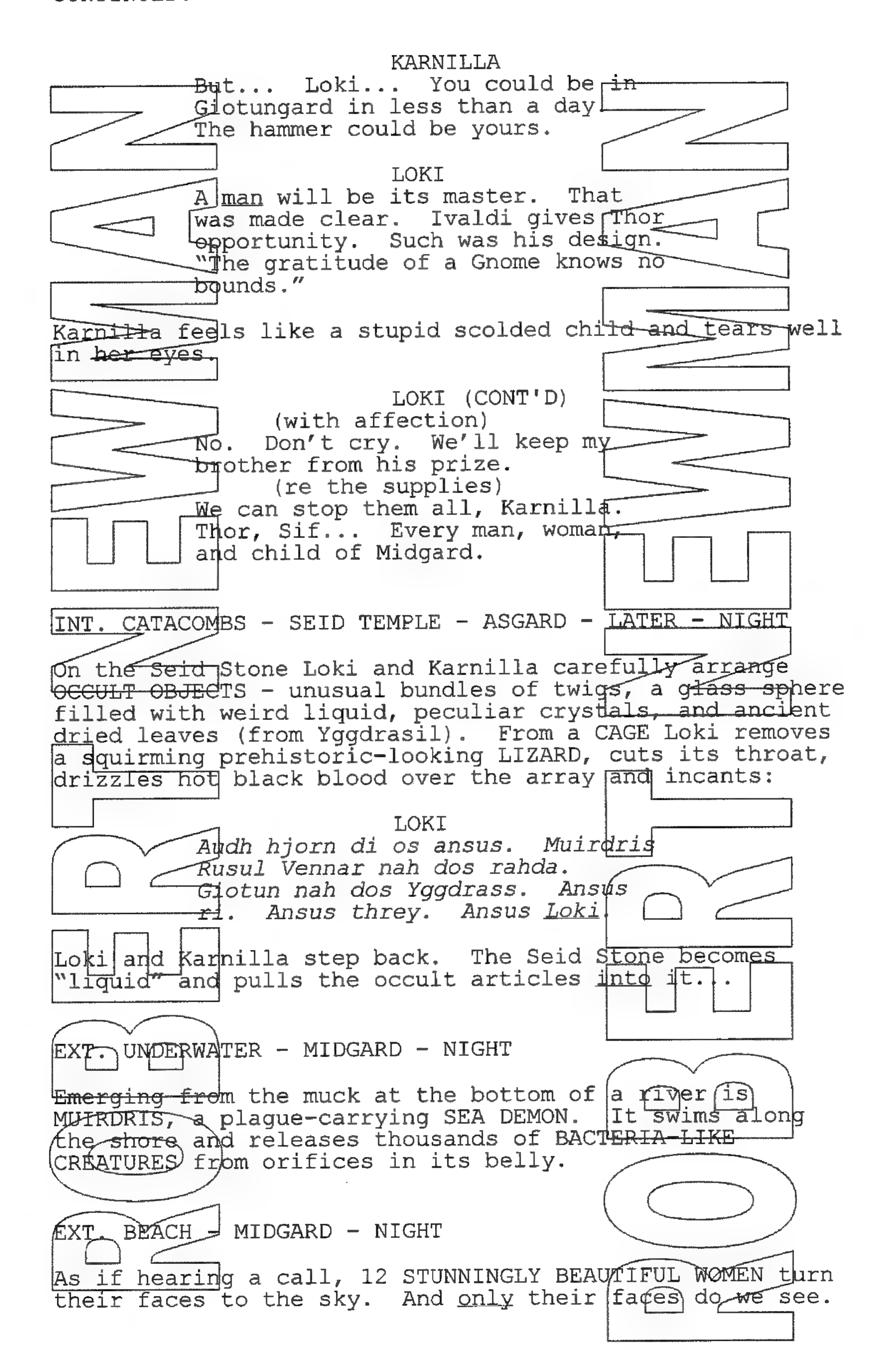
KARNILLA
I was so scared... To be called before Odin...

LOKI
... What you should fear is Sif finding Thor in Midgard.

He select items from shelves and she hesitantly suggests:

(CONTINUED)

CONTINUED:



KARNILLA
But... Loki... You could be in Giotungard in less than a day. The hammer could be yours.

LOKI
A man will be its master. That was made clear. Ivaldi gives Thor opportunity. Such was his design. "The gratitude of a Gnome knows no bounds."

Karnilla feels like a stupid scolded child and tears well in her eyes.

LOKI (CONT'D)
(with affection)
No. Don't cry. We'll keep my brother from his prize.
(re the supplies)
We can stop them all, Karnilla. Thor, Sif... Every man, woman, and child of Midgard.

INT. CATACOMBS - SEID TEMPLE - ASGARD - LATER - NIGHT

On the Seid Stone Loki and Karnilla carefully arrange OCCULT OBJECTS - unusual bundles of twigs, a glass sphere filled with weird liquid, peculiar crystals, and ancient dried leaves (from Yggdrasil). From a CAGE Loki removes a squirming prehistoric-looking LIZARD, cuts its throat, drizzles hot black blood over the array and incants:

LOKI
Audh hjorn di os ansus. Muirdris Rusul Vennar nah dos rahda. Giotun nah dos Yggdrass. Ansus ri. Ansus threy. Ansus Loki.

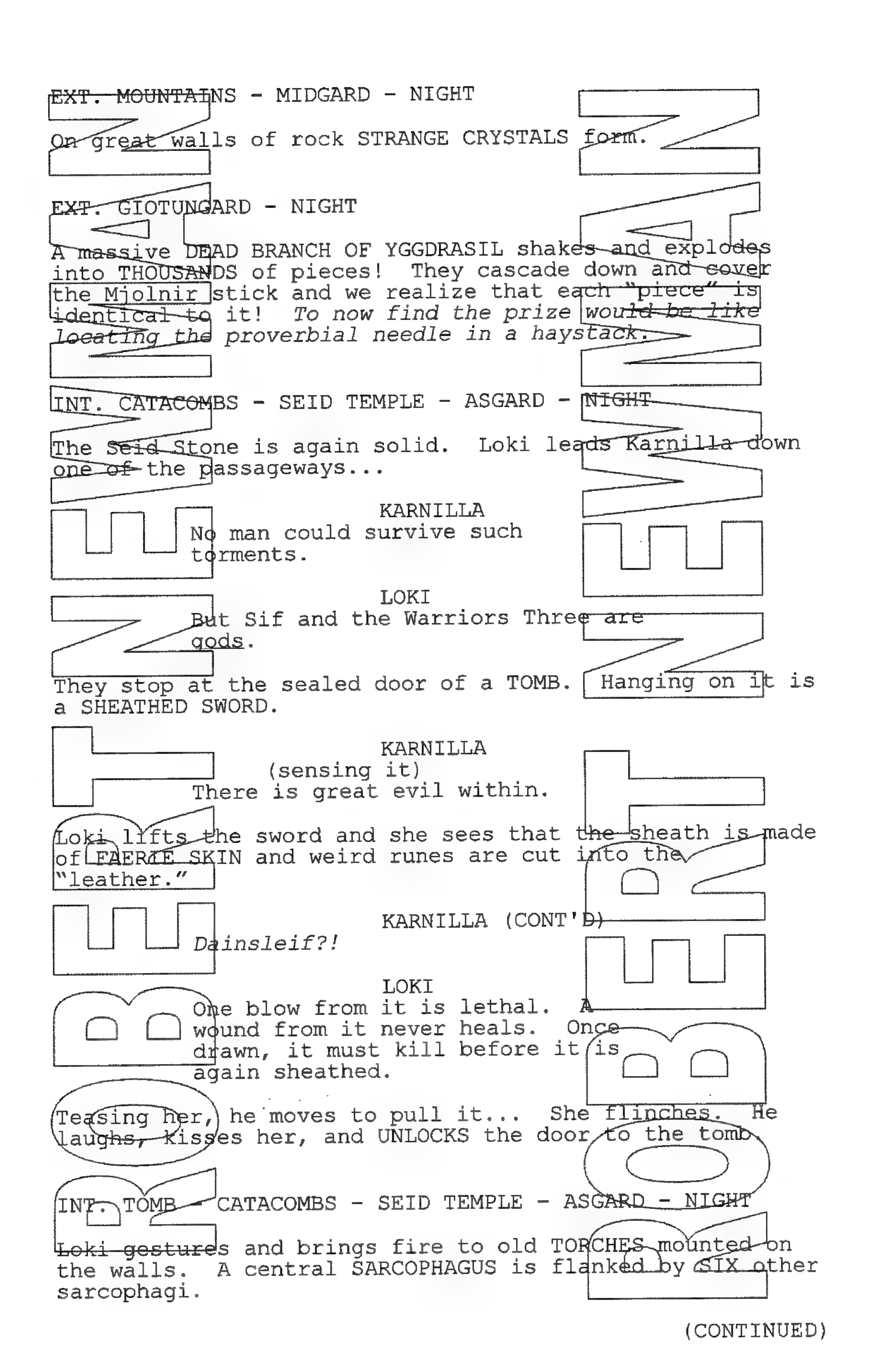
Loki and Karnilla step back. The Seid Stone becomes "liquid" and pulls the occult articles into it...

EXT. UNDERWATER - MIDGARD - NIGHT

Emerging from the muck at the bottom of a river is MUIRDRIS, a plague-carrying SEA DEMON. It swims along the shore and releases thousands of BACTERIA-LIKE CREATURES from orifices in its belly.

EXT. BEACH - MIDGARD - NIGHT

As if hearing a call, 12 STUNNINGLY BEAUTIFUL WOMEN turn their faces to the sky. And only their faces do we see.



EXT. MOUNTAINS - MIDGARD - NIGHT

On great walls of rock STRANGE CRYSTALS form.

EXT. GIOTUNGARD - NIGHT

A massive DEAD BRANCH OF YGGDRASIL shakes and explodes into THOUSANDS of pieces! They cascade down and cover the Mjolnir stick and we realize that each "piece" is identical to it! *To now find the prize would be like locating the proverbial needle in a haystack.*

INT. CATACOMBS - SEID TEMPLE - ASGARD - NIGHT

The Seid Stone is again solid. Loki leads Karnilla down one of the passageways...

KARNILLA
No man could survive such torments.

LOKI
But Sif and the Warriors Three are gods.

They stop at the sealed door of a TOMB. Hanging on it is a SHEATHED SWORD.

KARNILLA
(sensing it)
There is great evil within.

Loki lifts the sword and she sees that the sheath is made of FAERIE SKIN and weird runes are cut into the "leather."

KARNILLA (CONT'D)
Dainsleif?!

LOKI
One blow from it is lethal. A wound from it never heals. Once drawn, it must kill before it is again sheathed.

Teasing her, he moves to pull it... She flinches. He laughs, kisses her, and UNLOCKS the door to the tomb.

INT. TOMB - CATACOMBS - SEID TEMPLE - ASGARD - NIGHT

Loki gestures and brings fire to old TORCHES mounted on the walls. A central SARCOPHAGUS is flanked by SIX other sarcophagi.

(CONTINUED)

CONTINUED:

MURALS on the walls portray a story of awful murder and destruction. Frightened - but incredibly curious - Karnilla enters...

KARNILLA
The *Dokkalfar*!
(re the main coffin)
Is this Malekith?

LOKI
Cousin to Una.

KARNILLA
(remembers)
He wanted her throne.

LOKI
And slaughtered hundreds of his own kind in the effort to take it.

KARNILLA
... *Evil pure*...

LOKI
He nearly succeeded. Until captured by Odin. And with his legion was buried alive.

Loki gestures and the LID to Malekith's coffin slides open. Inside the sarcophagus is the mummified body of a fierce Faerie warrior. Loki places Dainsleif in its skeletal hands and the "leather" of the sheath tightens... The hilt glows and MOANS...

From the fingertips blood flows into revitalized veins, nerves twitch and skin softens. "Life" moves to the heart and spreads to the organs until... MALEKITH is resurrected. Upon seeing Loki and Karnilla, he moves to unsheathe the sword, but Loki warns:

LOKI (CONT'D)
Use Dainsleif against the one who returned it to your hand and become dust.

Malekith keeps the sword in its holder, rises from the coffin and - with great relief - spreads his WINGS.

LOKI (CONT'D)
Heed him and Alfheim will be yours.

Malekith's pointed ears perk up. Loki gestures at the other sarcophagi and soon the dark one's soldiers are rising from the grave.

EXT. YGGDRASIL - NIGHT

Down the trunk of the tree come the MICE and SQUIRRELS instructed by Ivaldi...

EXT. MIDGARD - VARIOUS - MIDGARD - NIGHT

The creatures scatter and seek out specific residences - those of the *GODI* (MYSTICS)... And with teeth carve RUNIC MESSAGES into nearby trees...

INT. GODI HOMES - VARIOUS - MIDGARD - NIGHT

The mice and squirrels "whisper" into the ears of sleeping MEN and WOMEN...

EXT. SKY ABOVE ASGARD - NIGHT

On terrible wings Malekith and the Dokkalfar rise from the Seid Temple, soar over the city and - unseen by the Einherjar - fly over Bifrost, to Midgard...

EXT. DWELLING - VIKING VILLAGE - MIDGARD - DAWN

Fresh from a revelatory dream, the LOCAL *GODI* finds newly-carved RUNES scratched into the timbers of his home.

EXT. VIKING VILLAGE - MIDGARD - MORNING

Thor continues to shape felled trees. Men, women and children gather around Bjarne and the *godi*, but Eiric - shaking his head with disbelief - breaks away.

THOR
(re the crowd)
Eiric?

EIRIC
Some nonsense about a hammer of the gods... Turned into a stick by magic gnomes...

Thor abandons his task and joins the villagers. Concerned that Thor will be punished, Eiric follows.

LOCAL GODI
... So reads the message from Ivaldi! Thor has been cast out. But his power lies waiting in Giotungard. The man who finds it will become God of Thunder.

(CONTINUED)

CONTINUED:

Sounds of awe, fear, and excitement ripple through the crowd. Thor is stunned. *He has a chance!*

BJARNE
I, Bjarne Gudmundrsson, accept this challenge.

Those Vikings who support him CHEER Bjarne, but others can barely contain their laughter.

LOCAL GODI
Any man - not just king or *karl* - can claim this prize.

Bjarne looks at the *godi* with annoyance as a number of the men react with excitement.

YOUNG VIKING
Will you go Eiric?

EIRIC
Why would I want to be a god? Everything I need is right here.

He notices Thor (whose entire demeanor has changed) *and sees now a man with hope.*

Steinar - on horseback - charges up to Thor, lassoes his neck with a rope, pulls tight the "leash" and Thor falls.

STEINAR
You're coming with us. Consider it an honor, *thrall*. You will have served a god.

Eiric moves to intervene, but Thor gestures for him to stay back, stands and bows to Steinar.

Bjarne plays to the crowd...

BJARNE
When I reside in Asgard I promise to look down on you, my people, with favor.

His supporters again CHEER and Eiric notices something strange... Is that a clever grin on Thor's face?

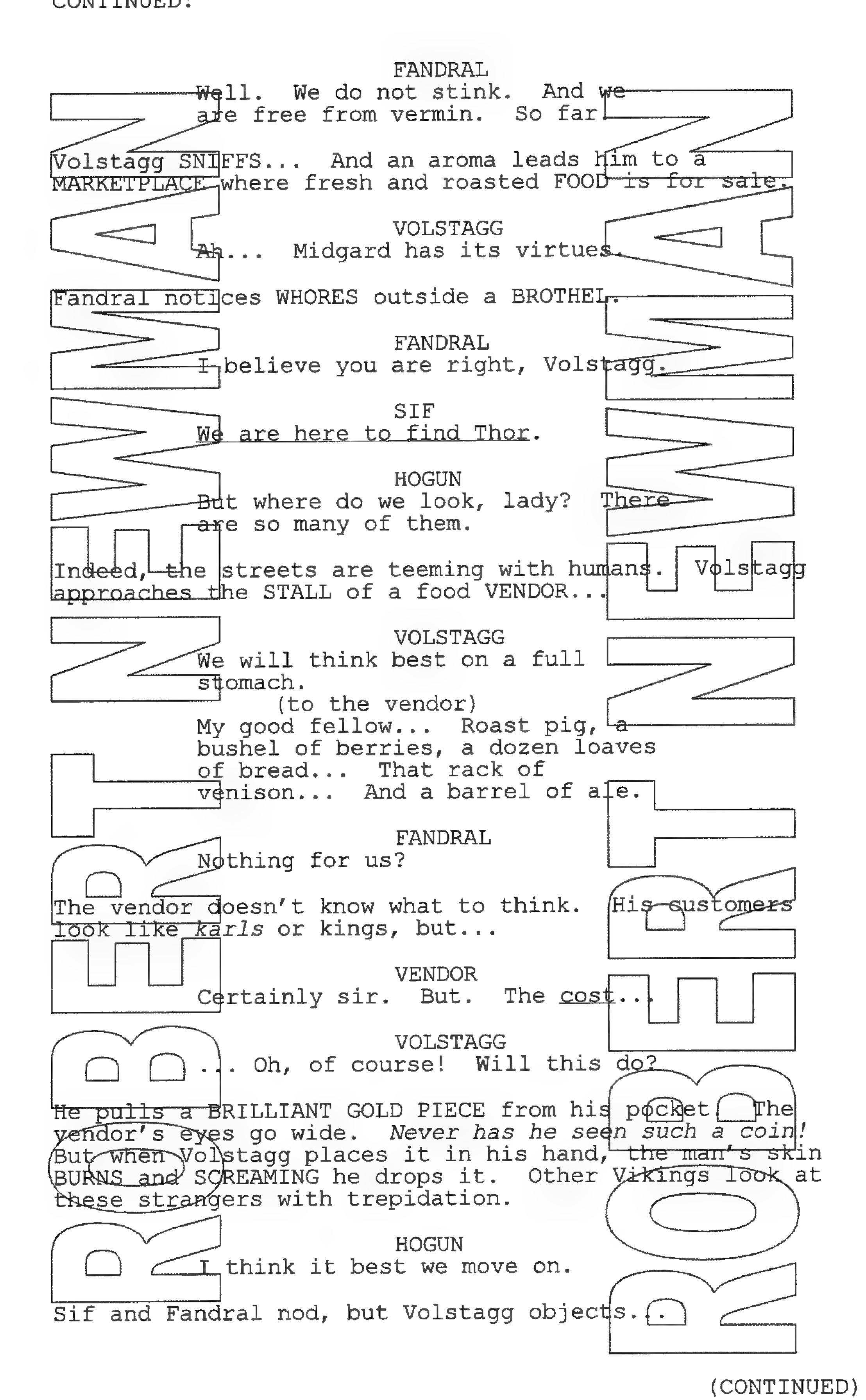
EXT. LARGE VIKING TOWN - MIDGARD - DAY

Eiric lives near a village, this is a "city." Sif, Volstagg, Hogun, and Fandral walk down the main road and are met by curious looks from the merchants, *thralls*, warriors, tradesmen and blacksmiths they pass.

HOGUN
Why do they stare?

(CONTINUED)

CONTINUED:



FANDRAL
Well. We do not stink. And we are free from vermin. So far.

Volstagg SNIFFS... And an aroma leads him to a MARKETPLACE where fresh and roasted FOOD is for sale.

VOLSTAGG
Ah... Midgard has its virtues.

Fandral notices WHORES outside a BROTHEL.

FANDRAL
I believe you are right, Volstagg.

SIF
We are here to find Thor.

HOGUN
But where do we look, lady? There are so many of them.

Indeed, the streets are teeming with humans. Volstagg approaches the STALL of a food VENDOR...

VOLSTAGG
We will think best on a full stomach.
(to the vendor)
My good fellow... Roast pig, a bushel of berries, a dozen loaves of bread... That rack of venison... And a barrel of ale.

FANDRAL
Nothing for us?

The vendor doesn't know what to think. His customers look like *karls* or kings, but...

VENDOR
Certainly sir. But. The cost...

VOLSTAGG
... Oh, of course! Will this do?

He pulls a BRILLIANT GOLD PIECE from his pocket. The vendor's eyes go wide. *Never has he seen such a coin!* But when Volstagg places it in his hand, the man's skin BURNS and SCREAMING he drops it. Other Vikings look at these strangers with trepidation.

HOGUN
I think it best we move on.

Sif and Fandral nod, but Volstagg objects...

(CONTINUED)

CONTINUED: (2)

VOLSTAGG
But I paid the man...

Nonetheless, they whisk him away. The vendor lifts the coin with a pair of BLACKSMITH'S TONGS and regards it with fascination. As a CROWD gathers around him, a band of SIX THIEVES decides to follow the strangers.

EXT. RIVERBANK - MIDGARD - DAY

Leila and Snorri share a refreshing drink. As they carry away pails of water...

EXT. RIVER - UNDERWATER - MIDGARD - DAY

... We see Muirdris swim past.

EXT. FIELD - MIDGARD - DAY

Near a SPRING, Eiric finds his CATTLE dead.

EXT. FARM HOUSE - MIDGARD - DAY

Fearing the worst, Eiric runs hard... And sees his sister, MARTA (who holds little Sigrid), her husband MAGNUS and the *godi* gathered outside his house - the DOOR to which has been painted with a BLACK MARK.

Coming up a nearby PATH (on their way out of the village) are Bjarne, Steinar, and Thor.

Distraught, Eiric moves to enter his home, but Magnus restrains him. Eiric pushes away and opens the door...

INT. FARM HOUSE - MIDGARD - DAY

Leila and Snorri lie in bed, both very ill, barely conscious, skin marked with LESIONS (similar in shape to the Muirdris "bacteria"). Wanting nothing more than to comfort them, Eiric takes a step forward...

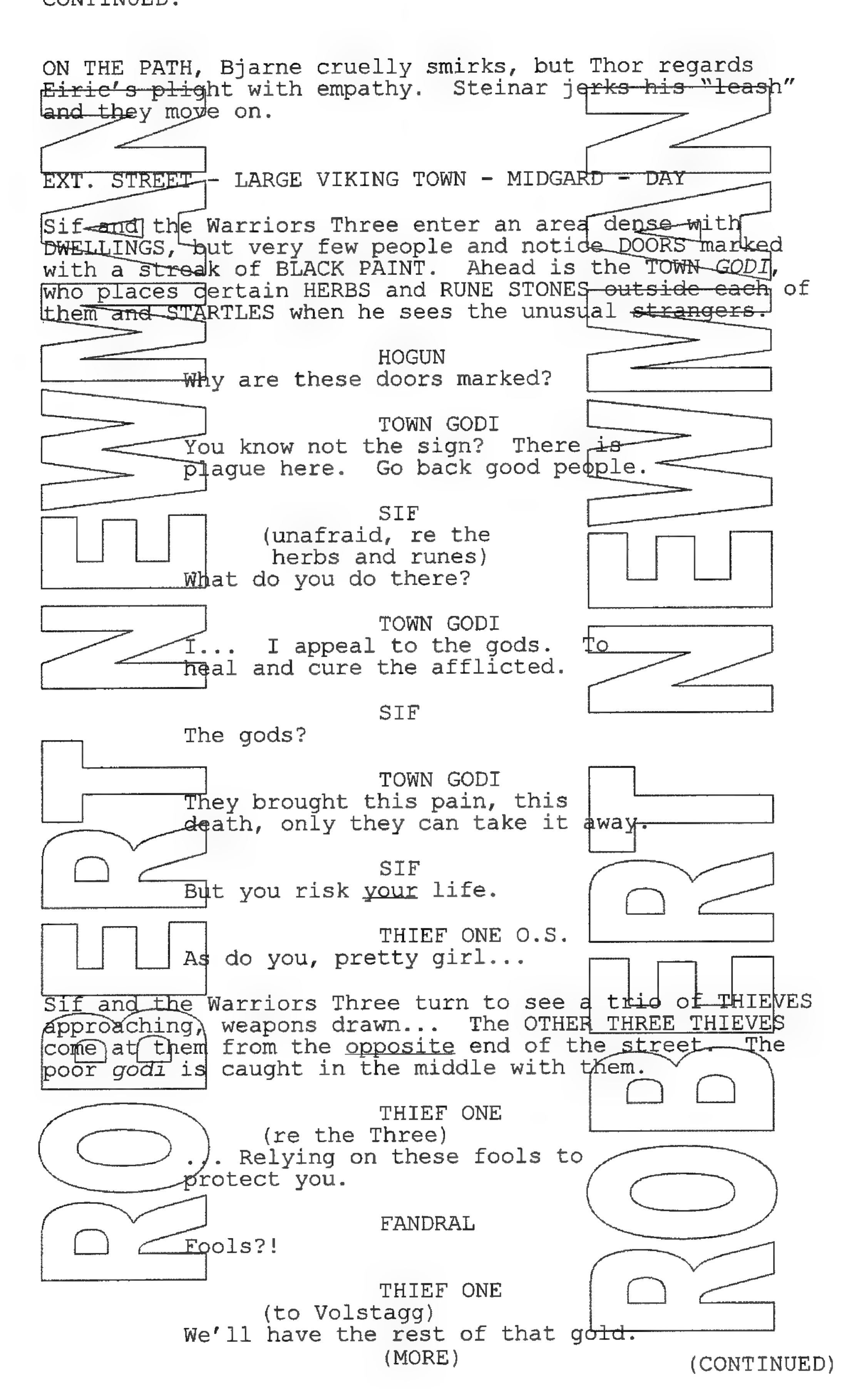
MARTA O.S.
Brother! No!

EXT. FARM HOUSE - MIDGARD - DAY

Magnus pulls Eiric back and slams shut the door. For a moment, Eiric looks ready to kill him... *But he knows that if he enters that house, he too will die.* He drops to his knees. Devastated.

(CONTINUED)

CONTINUED:



ON THE PATH, Bjarne cruelly smirks, but Thor regards Eirie's plight with empathy. Steinar jerks his "leash" and they move on.

EXT. STREET - LARGE VIKING TOWN - MIDGARD - DAY

Sif and the Warriors Three enter an area dense with DWELLINGS, but very few people and notice DOORS marked with a streak of BLACK PAINT. Ahead is the TOWN *GODI*, who places certain HERBS and RUNE STONES outside each of them and STARTLES when he sees the unusual strangers.

HOGUN
Why are these doors marked?

TOWN GODI
You know not the sign? There is plague here. Go back good people.

SIF
(unafraid, re the herbs and runes)
What do you do there?

TOWN GODI
I... I appeal to the gods. To heal and cure the afflicted.

SIF
The gods?

TOWN GODI
They brought this pain, this death, only they can take it away.

SIF
But you risk your life.

THIEF ONE O.S.
As do you, pretty girl...

Sif and the Warriors Three turn to see a trio of THIEVES approaching, weapons drawn... The OTHER THREE THIEVES come at them from the opposite end of the street. The poor *godi* is caught in the middle with them.

THIEF ONE
(re the Three)
... Relying on these fools to protect you.

FANDRAL
Fools?!

THIEF ONE
(to Volstagg)
We'll have the rest of that gold.
(MORE)

(CONTINUED)

CONTINUED:

THIEF ONE (CONT'D)
(to Sif)
Then we'll have you.

SIF
You will have nothing.

She, Volstagg, Hogun, and Fandral pull weapons. The thieves attack! And - sadly for them - get much more than they bargained for. In seconds, Sif, Fandral, Volstagg, and Hogun effortlessly each kill one of them.

THIEF TWO advances... His SWORD hits Fandral's shoulder, but - much to the human's surprise - the blade "MELTS" when it touches him! Fandral STABS! When Thief Two falls back and dies, his sword "solidifies."

No Midgardian - or Midgardian weapon - can harm them. That is clear. Only. Not to Thief One. He's an idiot. He strikes! Sif cuts him up the middle. She waits for Thief One's body to drop, then wipes clean her sword.

TOWN GODI
(kneels, awed)
Aesir?!

SIF
In recent days you had a vision. About Thor's hammer.

Amazed that she knows this, he nods.

SIF (CONT'D)
The men who dream of becoming a god. Where do they go?

TOWN GODI
Ostra Aros. The runes told me, "Send them to *Ostra Aros.*"

EXT. FARM HOUSE - MIDGARD - DAY

Eiric has not moved. Magnus tries to comfort him...

MAGNUS
There is nothing you can do.

LOCAL GODI
Nothing any man can do.

Any man. Eiric moves to his sister and kisses the baby.

EIRIC
(to Marta, re Sigrid)
Love her as your own.

Wasting no more time, he grabs his AX and runs...

EXT. OSTRA AROS - MIDGARD - DAY

More than a clearing surrounded by magnificent trees, *Ostra Aros* is a proving ground. A BEAUTIFUL GROVE where men are tested and sacrifices made. Tree trunks are scarred with ancient RUNES and limbs are littered with decaying ropes from which SKELETONS hang.

A wise, robust Viking, JUSTUS REDBEARD, stands in the center of this sacred site. His fine armor and elegant garments mark him as a KING, but make no mistake, he was - and is - a fierce fighter.

Flanking him are his own *GODI* and a line of intimidating GUARDS who form a "wall" preventing entry through a STONE GATE, beyond which is a PATH that leads to a FJORD.

Gathered before them are a HUNDRED VIKINGS. Eager. Scared. Excited. All hoping to become God of Thunder. With them are (anxious) Bjarne, Steinar, and Thor.

BJARNE
(re Justus)
Why are we kept waiting? He knows me. And should let me pass.

Thor notices a determined EIRIC among the contestants. Now Bjarne sees him too...

BJARNE (CONT'D)
What is he doing here?

Thor asks himself the same question when... A REDBEARD GUARD BLOWS A HORN and all fall silent.

JUSTUS REDBEARD
I am Justus Redbeard. Today I am called king, but once I was like you. Brave. Proud. And damned foolish. My *godi* tell me that the first of you idiots to reach Glotungard will join the Aesir. If that is true, remember please - as a man I treated you well.
(grins)
I could use the favor of a god.
(re the *godi*)
It has been made clear - to those who hear from the other worlds - that only <u>twenty</u> will contest. Ten and ten. No greater number will pass through the Gate of *Ostra Aros*.

He checks the sky. The position of the sun. Draws his sword and lifts it high.

(CONTINUED)

CONTINUED:

JUSTUS REDBEARD (CONT'D)
When I lower my blade, my men will step aside.

A TOO-EAGER VIKING tries to break through the line... And the Redbeard's guards swiftly end his life.

JUSTUS REDBEARD (CONT'D)
No sooner. If any more look to sacrifice to Odin, please, come forward.

No one moves, but in anticipation of the coming *melee*, the Vikings pull swords, axes, and bows.

Thor sees Gunnar and a handful of his berserkers join the contestants at the last moment ...

... Gunnar - with a deep SCAR across his face - sees Thor too and darkly smiles, challenging him.

Bjarne tries to hide his trembling hands, WHISPERS to Steinar (re Eiric) and instructs Thor:

BJARNE
You will clear my way to the gate. And. Um. I promise. Your duty will be rewarded. Later. In the Afterlife.

Thor "bows." And Steinar gives him an AX.

We MOVE along the faces of the Vikings... Waiting... Hoping... Determined to succeed...

JUSTUS REDBEARD DROPS HIS SWORD! He, the *godi*, and his guards step aside... And we witness the absolute worst of human behavior. Selfishness. Violence. Lack of compassion. NEIGHBOR turns against NEIGHBOR. FATHER cuts the throat of SON. A CRUEL FELLOW chops off the LEG of the MAN next to him. One SWIFT MAN runs to the gate... But an arrow fells him. OTHERS follow and fall victim to the same fate.

For a moment Thor is stunned. Appalled. And thrilled.

BJARNE (CONT'D)
(urging Thor)
Advance!

Thor spies Steinar attacking an unaware Eiric from behind... Instead of heeding his "master''s call, Thor runs... And SPLITS Steinar's skull! Eiric - caught unaware - moves to defend himself... And finds a grinning Thor. Who then runs to the gate. A stunned Eiric nods thanks and follows.

A horrified Bjarne realizes he has been abandoned.

(CONTINUED)

CONTINUED: (2)

Viking bowmen become targets of rage and many are killed.

Gunnar and his berserkers unleash terrible fury, slay more than twenty opponents, and make for the gate.

Justus Redbeard observes with fascination, disgust, excitement, and dread.

A swift, agile man - RORIK - is first through the gate and SEVEN more follow. A handful of Vikings reach the threshold, but Gunnar and his men stop them. Without opposition, all SIX berserkers proceed.

A group of friends acting together - NELS, DYFED, and KRYS (all excellent bowmen) - stop a half dozen men before them and then pass through the gate.

Thor is next. Then Eiric.

Justus Redbeard is counting. *One more - only one more.*

While others engage in combat, pitiful Bjarne slithers his way forward... All the way to the threshold... But soon a BRUTE blocks his path! And lifts an ax! ANOTHER VIKING tries to charge through... And the Brute redirects his attention... While the two fight, Bjarne sneaks past and passes through the gate!

The Brute kills his foe and - unaware that Bjarne has gone before him - steps across the threshold... The PILLARS OF ROCK that frame the gate SLAM SHUT! And crush the Brute to bloody dust.

Justus Redbeard raises his sword.

JUSTUS REDBEARD
Ten and ten. No more.

Distraught Vikings pound their fists against the now-sealed stone gate.

One MAN manages to climb it, but BURSTS INTO FLAME when he reaches the top. Others see this and retreat. Some take into consideration the carnage they generated and drop to their knees in shame.

JUSTUS REDBEARD (CONT'D)
Go home, poor boys. Go home.

EXT. SHORE - FJORD - MIDGARD - DAY

At the end of a PATH from *Ostra Aros* is a beach at which are moored TWENTY SMALL LONGSHIPS. Each is a SEXAERINGER - a vessel with six oars. Built for three rowers and one tillerman, it can be piloted by one sailor if need be. Next to these smaller vessels is a single massive SNEKKJA, a great warship with twenty rowing positions.

(CONTINUED)

CONTINUED:

Rorik and the seven reach the beach and read a RUNIC MESSAGE carved into a TOTEM POLE. For a moment we wonder if they will continue to fight right here...

RORIK
A choice must be made. Do we act as one? Or many?

Four Vikings run to the beach and opt to pilot individual crafts, but the other three exchange hesitant looks of "coalition" with Rorik.

RORIK (CONT'D)
(re the snekkja and the coming men)
We could wait for the rest.

VIKING ONE
And row with berserkers?

Right. They sheathe their weapons and together take one sexaeringer onto to the fjord.

EXT. FJORD - MIDGARD - DAY

The vessel with three rowers and one tillerman (Rorik) easily outpaces the single-man vessels.

EXT. BEYOND THE GATE - OSTRA AROS - MIDGARD - DAY

Running hard, Thor follows the path... Eiric gains on him... Thor increases his pace... Eiric does the same. *There is mutual respect here, but nothing is said.*

EXT. SHORE - FJORD - MIDGARD - DAY

Gunnar and his five berserkers read the totem pole, commandeer two sexaeringers and push off.

EXT. BERSERKER LONGSHIP - FJORD - MIDGARD - DAY

As his men row, Gunnar coats ARROWS with PITCH, sets one after another AFIRE and shoots...

EXT. SHORE - FJORD - OSTRA AROS - MIDGARD - DAY

When Nels, Dyfed, and Krys arrive, they find more than half the ships burning! Only six of the small vessels remain. They spy Gunnar shooting flaming arrows from the fjord, run to the beach with their bows and return fire.

EXT. BERSERKER LONGSHIP - FJORD - MIDGARD - DAY

Dodging arrows, Gunnar laughs, gestures for his men to row harder, and soon they are out of range.

EXT. SHORE - FJORD - OSTRA AROS - MIDGARD - DUSK

The fire has spread to three more ships and threatens the rest. Nels, Dyfed, and Krys move to one of the intact sexaeringers and push off.

When Thor and Eiric arrive, only two ships are left. Thor reads the runes, gestures for Eiric to follow to one vessel and working together they pursue the other ships.

EXT. FJORD - MIDGARD - DUSK

Rowing hard, instantly in sync, Thor and Eiric begin to catch up to Nels, Dyfed, and Krys.

THOR
(re the runes)
We follow the shore. North. To a place called *Solstad*.

Eiric nods - he's heard of it.

THOR (CONT'D)
There we find a river into the mountains. The way will be marked.

EXT. SHORE - FJORD - OSTRA AROS - MIDGARD - DUSK

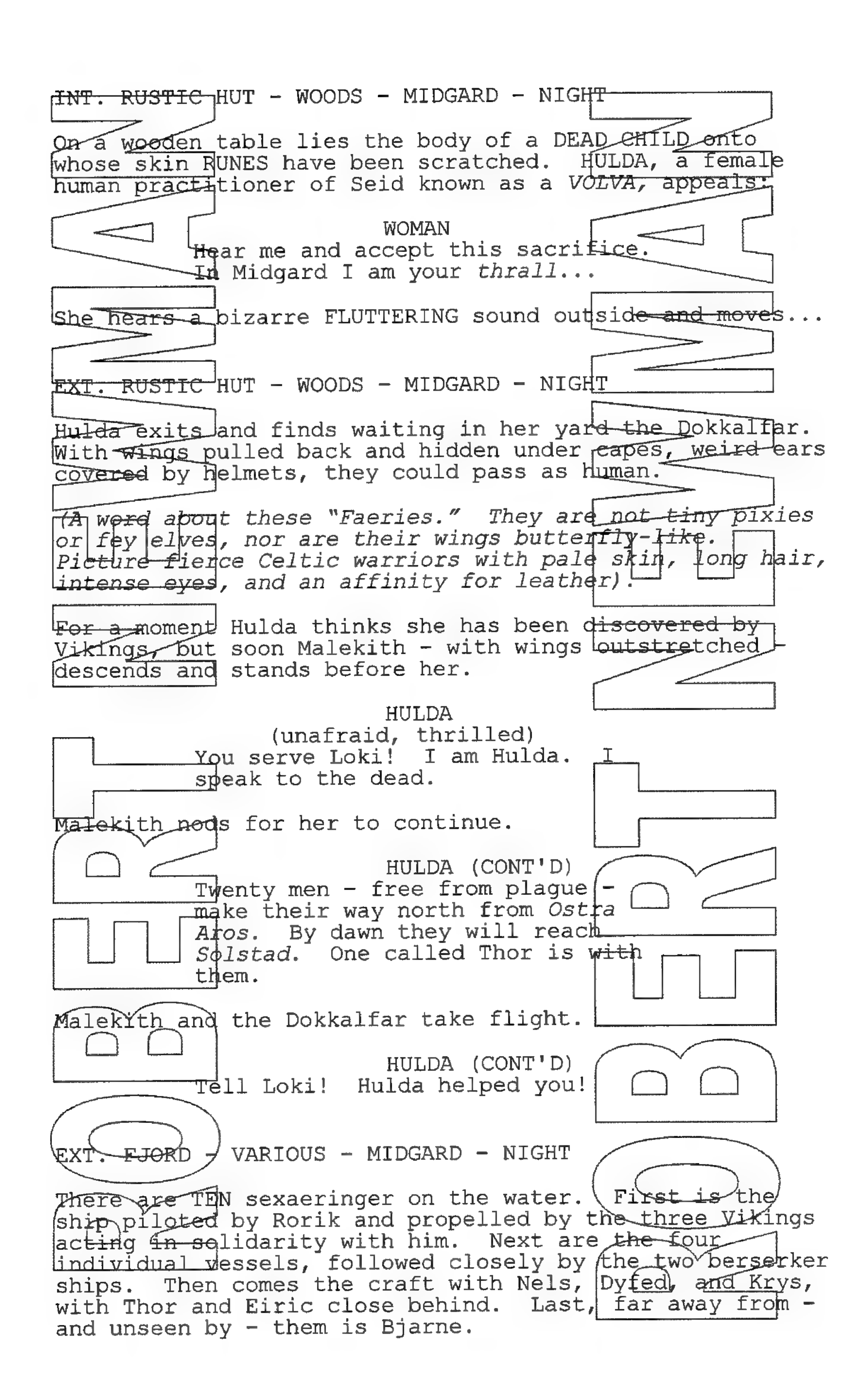
Bjarne sees SPARKS jump to the last sexaeringer and desperately puts out the fire. On the fjord he sees Thor and the rest - *so far ahead!* - and climbs into the ship.

EXT. FJORD - MIDGARD - DUSK

The twenty contestants row north.

EXT. RUSTIC HUT - WOODS - MIDGARD - NIGHT

The crudely-constructed domicile is surrounded by STRANGE TOTEMS, BONES and SKULLS (human and animal), FIRE PITS, and dried SKINS (again, human and animal).



INT. RUSTIC HUT - WOODS - MIDGARD - NIGHT

On a wooden table lies the body of a DEAD CHILD onto whose skin RUNES have been scratched. HULDA, a female human practitioner of Seid known as a *VOLVA,* appeals:

WOMAN
Hear me and accept this sacrifice.
In Midgard I am your *thrall...*

She hears a bizarre FLUTTERING sound outside and moves...

EXT. RUSTIC HUT - WOODS - MIDGARD - NIGHT

Hulda exits and finds waiting in her yard the Dokkalfar. With wings pulled back and hidden under capes, weird ears covered by helmets, they could pass as human.

(A word about these "Faeries." They are not tiny pixies or fey elves, nor are their wings butterfly-like. Picture fierce Celtic warriors with pale skin, long hair, intense eyes, and an affinity for leather).

For a moment Hulda thinks she has been discovered by Vikings, but soon Malekith - with wings outstretched - descends and stands before her.

HULDA
(unafraid, thrilled)
You serve Loki! I am Hulda. I speak to the dead.

Malekith nods for her to continue.

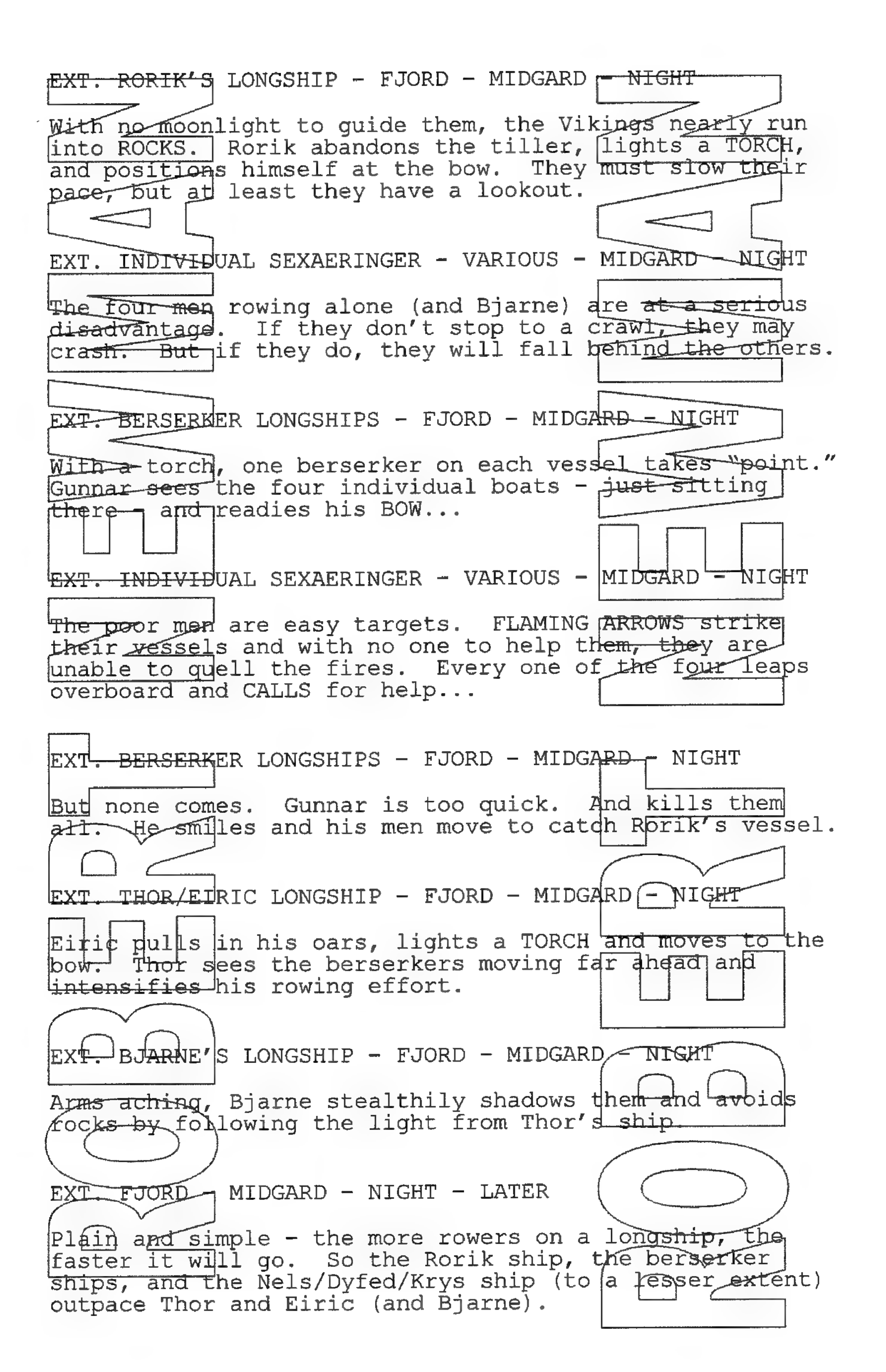
HULDA (CONT'D)
Twenty men - free from plague - make their way north from *Ostra Aros.* By dawn they will reach *Solstad.* One called Thor is with them.

Malekith and the Dokkalfar take flight.

HULDA (CONT'D)
Tell Loki! Hulda helped you!

EXT. FJORD - VARIOUS - MIDGARD - NIGHT

There are TEN sexaeringer on the water. First is the ship piloted by Rorik and propelled by the three Vikings acting in solidarity with him. Next are the four individual vessels, followed closely by the two berserker ships. Then comes the craft with Nels, Dyfed, and Krys, with Thor and Eiric close behind. Last, far away from - and unseen by - them is Bjarne.



EXT. RORIK'S LONGSHIP - FJORD - MIDGARD - NIGHT

With no moonlight to guide them, the Vikings nearly run into ROCKS. Rorik abandons the tiller, lights a TORCH, and positions himself at the bow. They must slow their pace, but at least they have a lookout.

EXT. INDIVIDUAL SEXAERINGER - VARIOUS - MIDGARD - NIGHT

The four men rowing alone (and Bjarne) are at a serious disadvantage. If they don't stop to a crawl, they may crash. But if they do, they will fall behind the others.

EXT. BERSERKER LONGSHIPS - FJORD - MIDGARD - NIGHT

With a torch, one berserker on each vessel takes "point." Gunnar sees the four individual boats - just sitting there - and readies his BOW...

EXT. INDIVIDUAL SEXAERINGER - VARIOUS - MIDGARD - NIGHT

The poor men are easy targets. FLAMING ARROWS strike their vessels and with no one to help them, they are unable to quell the fires. Every one of the four leaps overboard and CALLS for help...

EXT. BERSERKER LONGSHIPS - FJORD - MIDGARD - NIGHT

But none comes. Gunnar is too quick. And kills them all. He smiles and his men move to catch Rorik's vessel.

EXT. THOR/EIRIC LONGSHIP - FJORD - MIDGARD - NIGHT

Eiric pulls in his oars, lights a TORCH and moves to the bow. Thor sees the berserkers moving far ahead and intensifies his rowing effort.

EXT. BJARNE'S LONGSHIP - FJORD - MIDGARD - NIGHT

Arms aching, Bjarne stealthily shadows them and avoids rocks by following the light from Thor's ship.

EXT. FJORD - MIDGARD - NIGHT - LATER

Plain and simple - the more rowers on a longship, the faster it will go. So the Rorik ship, the berserker ships, and the Nels/Dyfed/Krys ship (to a lesser extent) outpace Thor and Eiric (and Bjarne).

EXT. THOR/EIRIC LONGSHIP - FJORD - MIDGARD - NIGHT

On the bow, Eiric sees the torches of the forward vessels fade from view and worried, turns to Thor...

EIRIC
I'll row now.

THOR
That's all right. I'm a *thrall*, remember?

EIRIC
I don't know what you are, but you're no *thrall*. Come on. Up.

Thor is tired. Hands blistered, muscles on fire. He reluctantly relinquishes the oars, takes the torch and moves to the bow. Eiric rows like a man possessed and they nearly hit a rock.

THOR
Slow down!

EIRIC
We must catch them.

THOR
We never will if we crash on these rocks. All right?

A frustrated Eiric (barely) slows his pace.

THOR (CONT'D)
You're in a hurry to become a god.

Eiric is silent.

THOR (CONT'D)
And what will you do, Eiric? With the power of Thor?

EIRIC
That's my business.

THOR
(playfully)
Come on, tell me.

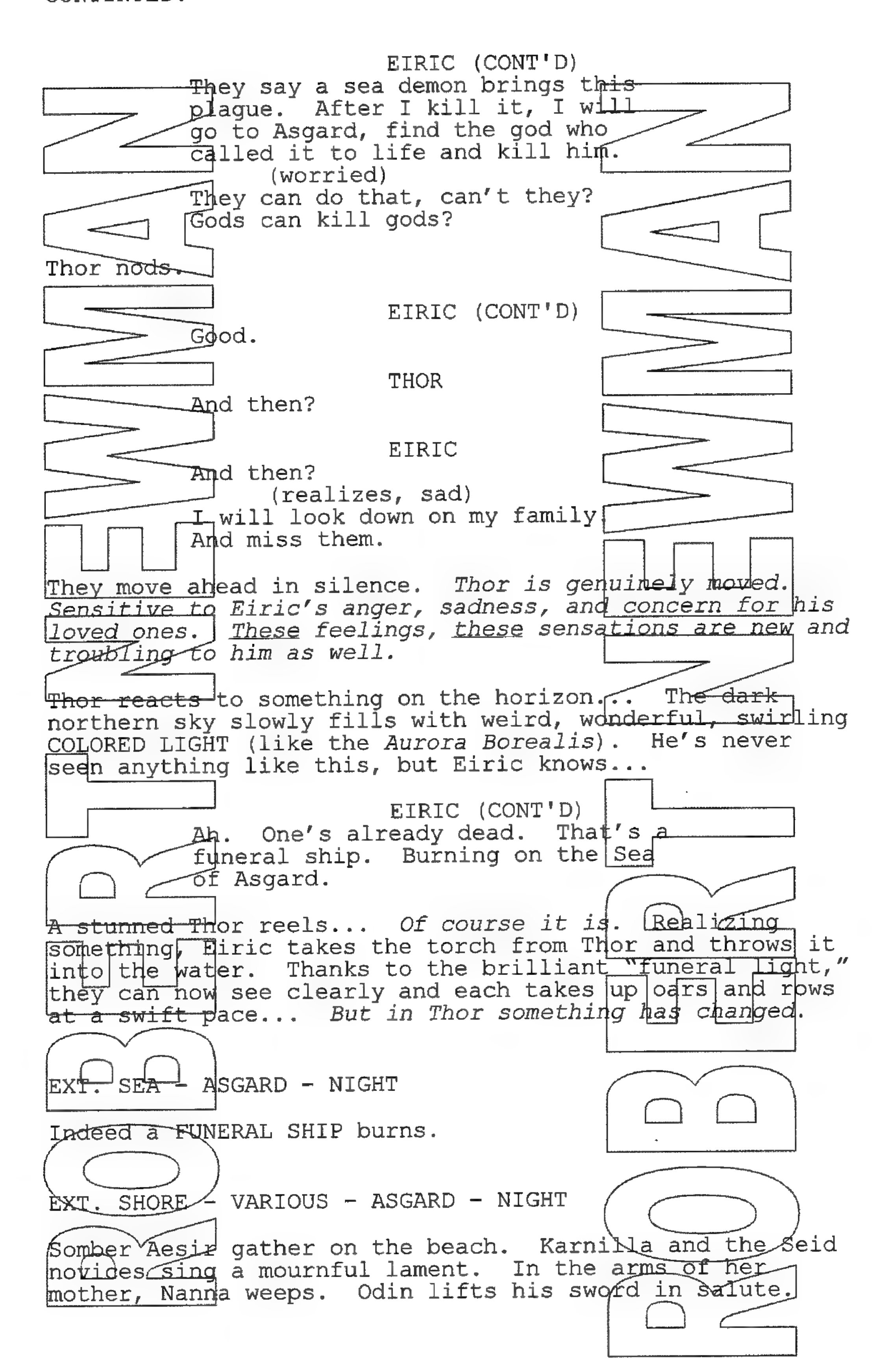
Eiric relents.

EIRIC
First, I will heal my wife and son. All the afflicted.

Thor's "playful" demeanor evaporates. This is no joking matter for Eiric.

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CONTINUED:



EIRIC (CONT'D)
They say a sea demon brings this plague. After I kill it, I will go to Asgard, find the god who called it to life and kill him.
(worried)
They can do that, can't they? Gods can kill gods?

Thor nods.

EIRIC (CONT'D)
Good.

THOR
And then?

EIRIC
And then?
(realizes, sad)
I will look down on my family. And miss them.

They move ahead in silence. *Thor is genuinely moved. Sensitive to Eiric's anger, sadness, and concern for his loved ones. These feelings, these sensations are new and troubling to him as well.*

Thor reacts to something on the horizon... The dark northern sky slowly fills with weird, wonderful, swirling COLORED LIGHT (like the *Aurora Borealis*). He's never seen anything like this, but Eiric knows...

EIRIC (CONT'D)
Ah. One's already dead. That's a funeral ship. Burning on the Sea of Asgard.

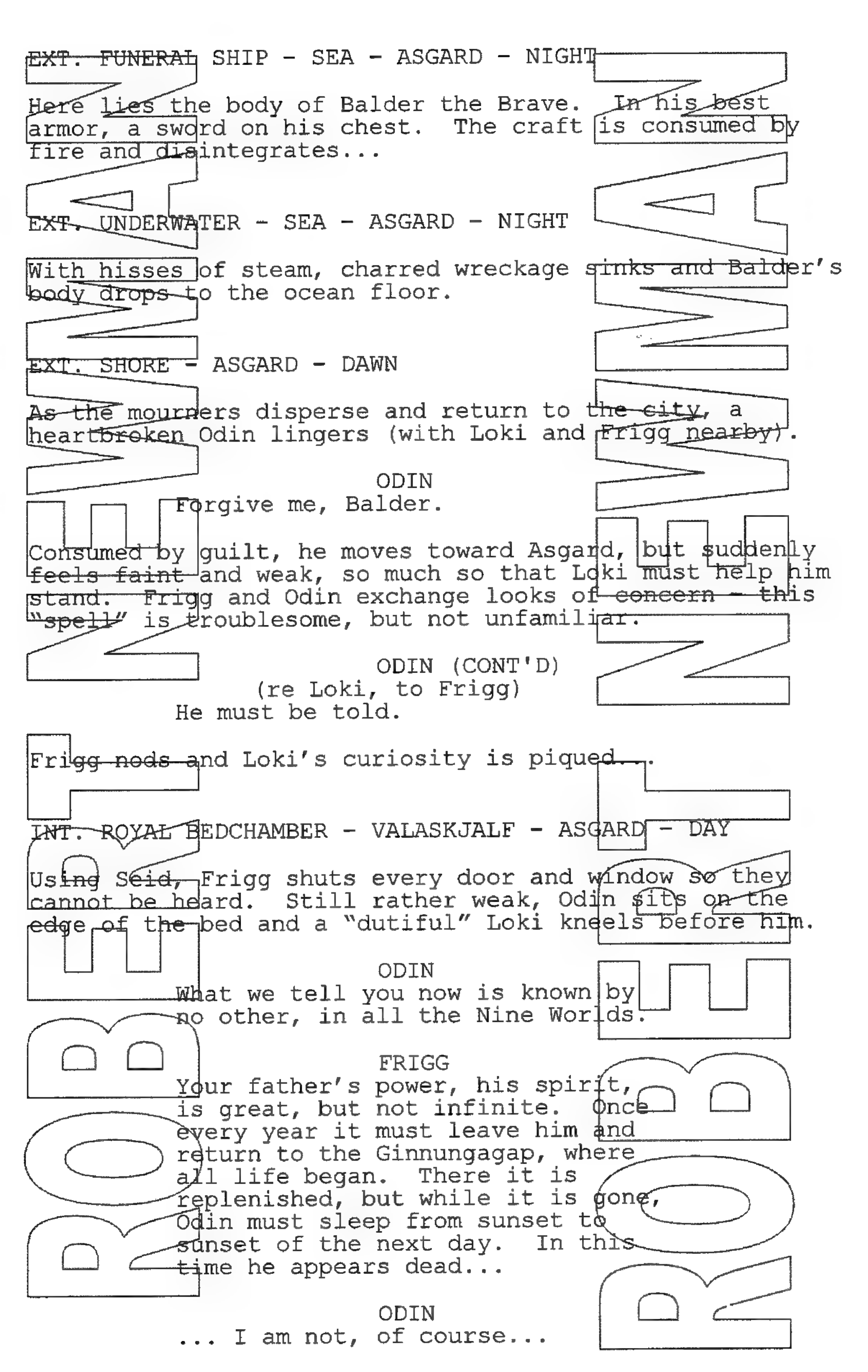
A stunned Thor reels... *Of course it is.* Realizing something, Eiric takes the torch from Thor and throws it into the water. Thanks to the brilliant "funeral light," they can now see clearly and each takes up oars and rows at a swift pace... *But in Thor something has changed.*

EXT. SEA - ASGARD - NIGHT

Indeed a FUNERAL SHIP burns.

EXT. SHORE - VARIOUS - ASGARD - NIGHT

Somber Aesir gather on the beach. Karnilla and the Seid novices sing a mournful lament. In the arms of her mother, Nanna weeps. Odin lifts his sword in salute.



EXT. FUNERAL SHIP - SEA - ASGARD - NIGHT

Here lies the body of Balder the Brave. In his best armor, a sword on his chest. The craft is consumed by fire and disintegrates...

EXT. UNDERWATER - SEA - ASGARD - NIGHT

With hisses of steam, charred wreckage sinks and Balder's body drops to the ocean floor.

EXT. SHORE - ASGARD - DAWN

As the mourners disperse and return to the city, a heartbroken Odin lingers (with Loki and Frigg nearby).

ODIN
Forgive me, Balder.

Consumed by guilt, he moves toward Asgard, but suddenly feels faint and weak, so much so that Loki must help him stand. Frigg and Odin exchange looks of concern - this "spell" is troublesome, but not unfamiliar.

ODIN (CONT'D)
(re Loki, to Frigg)
He must be told.

Frigg nods and Loki's curiosity is piqued...

INT. ROYAL BEDCHAMBER - VALASKJALF - ASGARD - DAY

Using Seid, Frigg shuts every door and window so they cannot be heard. Still rather weak, Odin sits on the edge of the bed and a "dutiful" Loki kneels before him.

ODIN
What we tell you now is known by no other, in all the Nine Worlds.

FRIGG
Your father's power, his spirit, is great, but not infinite. Once every year it must leave him and return to the Ginnungagap, where all life began. There it is replenished, but while it is gone, Odin must sleep from sunset to sunset of the next day. In this time he appears dead...

ODIN
... I am not, of course...

(CONTINUED)

CONTINUED:

FRIGG
... But he is as vulnerable as a newborn babe. The most meager sword in Midgard could end his life.

ODIN
... If my enemies knew this...

LOKI
We will surround you with the Einherjar. And the Valkyries.

ODIN
No. Ambition is a curse of the Aesir.

FRIGG
Balder the Brave - and only Balder - guarded your father at these times.

Odin takes Loki's hand in his own.

ODIN
Now I appeal to you. My only son. To stand by me. Tonight.

LOKI
It will be my honor.

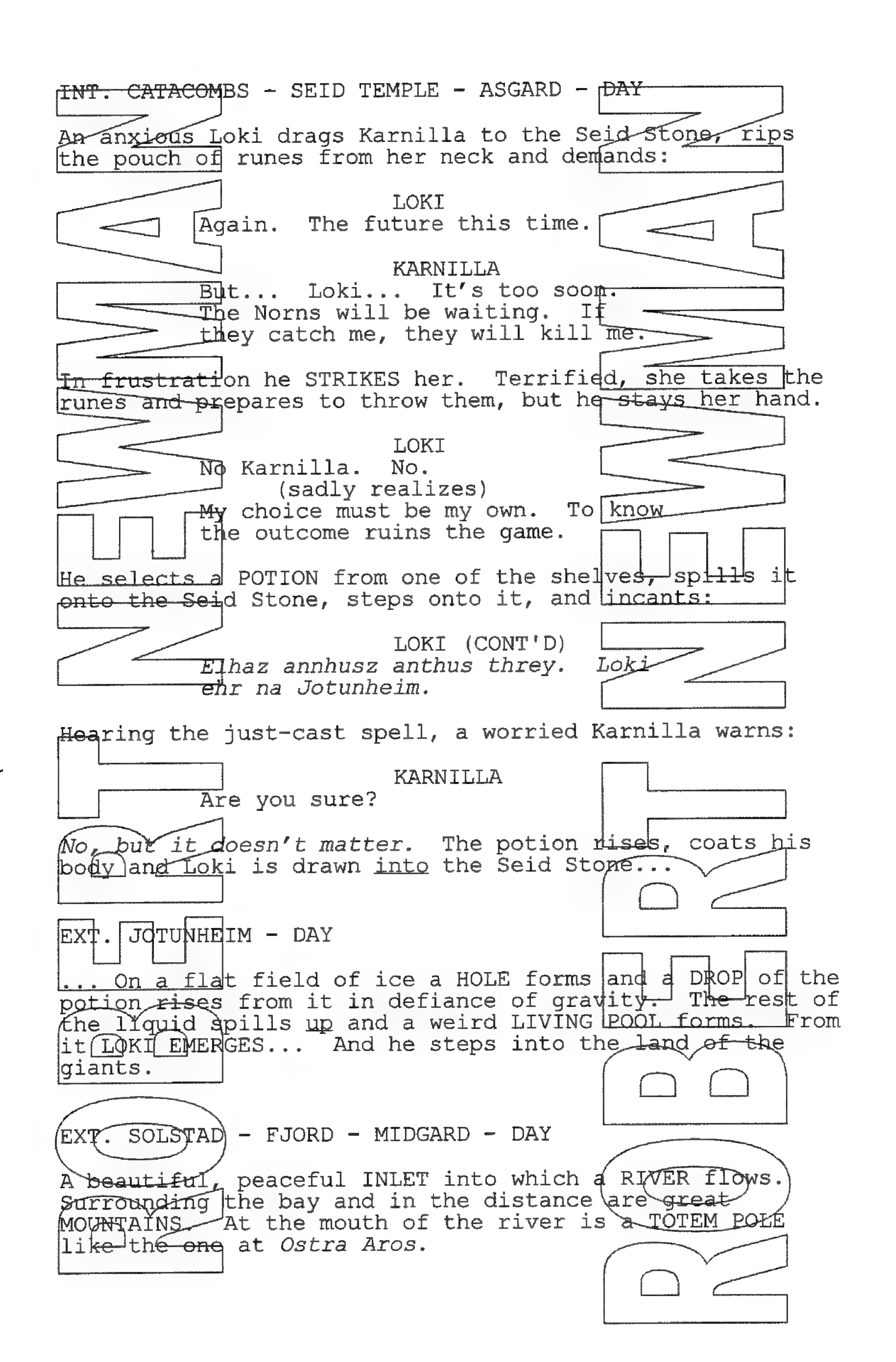
ODIN
(heartfelt, but rambling)
You have a good soul, Loki. There is true strength in your heart. From the day I held you in my arms, I knew... And it did not matter, it did not, that you...

FRIGG
(cuts him off)
... Odin.

Odin catches himself. Nods. Frigg takes Loki's hand and he stands. Frigg kisses him and pulls him close.

FRIGG (CONT'D)
He needs you.

LOKI
(conflicted)
I know.



INT. CATACOMBS - SEID TEMPLE - ASGARD - DAY

An anxious Loki drags Karnilla to the Seid Stone, rips the pouch of runes from her neck and demands:

LOKI
Again. The future this time.

KARNILLA
But... Loki... It's too soon. The Norns will be waiting. If they catch me, they will kill me.

In frustration he STRIKES her. Terrified, she takes the runes and prepares to throw them, but he stays her hand.

LOKI
No Karnilla. No.
(sadly realizes)
My choice must be my own. To know the outcome ruins the game.

He selects a POTION from one of the shelves, spills it onto the Seid Stone, steps onto it, and incants:

LOKI (CONT'D)
Elhaz annhusz anthus threy. Loki ehr na Jotunheim.

Hearing the just-cast spell, a worried Karnilla warns:

KARNILLA
Are you sure?

No, but it doesn't matter. The potion rises, coats his body and Loki is drawn <u>into</u> the Seid Stone...

EXT. JOTUNHEIM - DAY

... On a flat field of ice a HOLE forms and a DROP of the potion rises from it in defiance of gravity. The rest of the liquid spills <u>up</u> and a weird LIVING POOL forms. From it LOKI EMERGES... And he steps into the land of the giants.

EXT. SOLSTAD - FJORD - MIDGARD - DAY

A beautiful, peaceful INLET into which a RIVER flows. Surrounding the bay and in the distance are great MOUNTAINS. At the mouth of the river is a TOTEM POLE like the one at *Ostra Aros*.

EXT. RORIK'S LONGSHIP - FJORD - MIDGARD - DAY

Rorik and the three Vikings are first to see it and guide their sexaeringer upriver.

EXT. BERSERKER LONGSHIPS - FJORD - MIDGARD - DAY

Gunnar and his five berserkers are right on their tail.

EXT. NELS/DYFED/KRYS LONGSHIP - FJORD - MIDGARD - DAY

The three friends see the berserkers enter the river and intensify their effort.

EXT. THOR/EIRIC LONGSHIP - FJORD - MIDGARD - DAY

Thor and Eiric are exhausted, but upon seeing the totem pole their spirits are lifted.

EXT. BJARNE'S LONGSHIP - FJORD - MIDGARD - DAY

Poor Bjarne, cold and lonely, hands bleeding and blistered, is at least an hour behind them.

EXT. RIVER - MIDGARD - DAY

The river bends and the longships approach a NARROWS. The left bank is littered with rocks, but the right bank features a wide BEACH beyond which is a lush ORCHARD.

EXT. BEACH - RIVER - MIDGARD - DAY

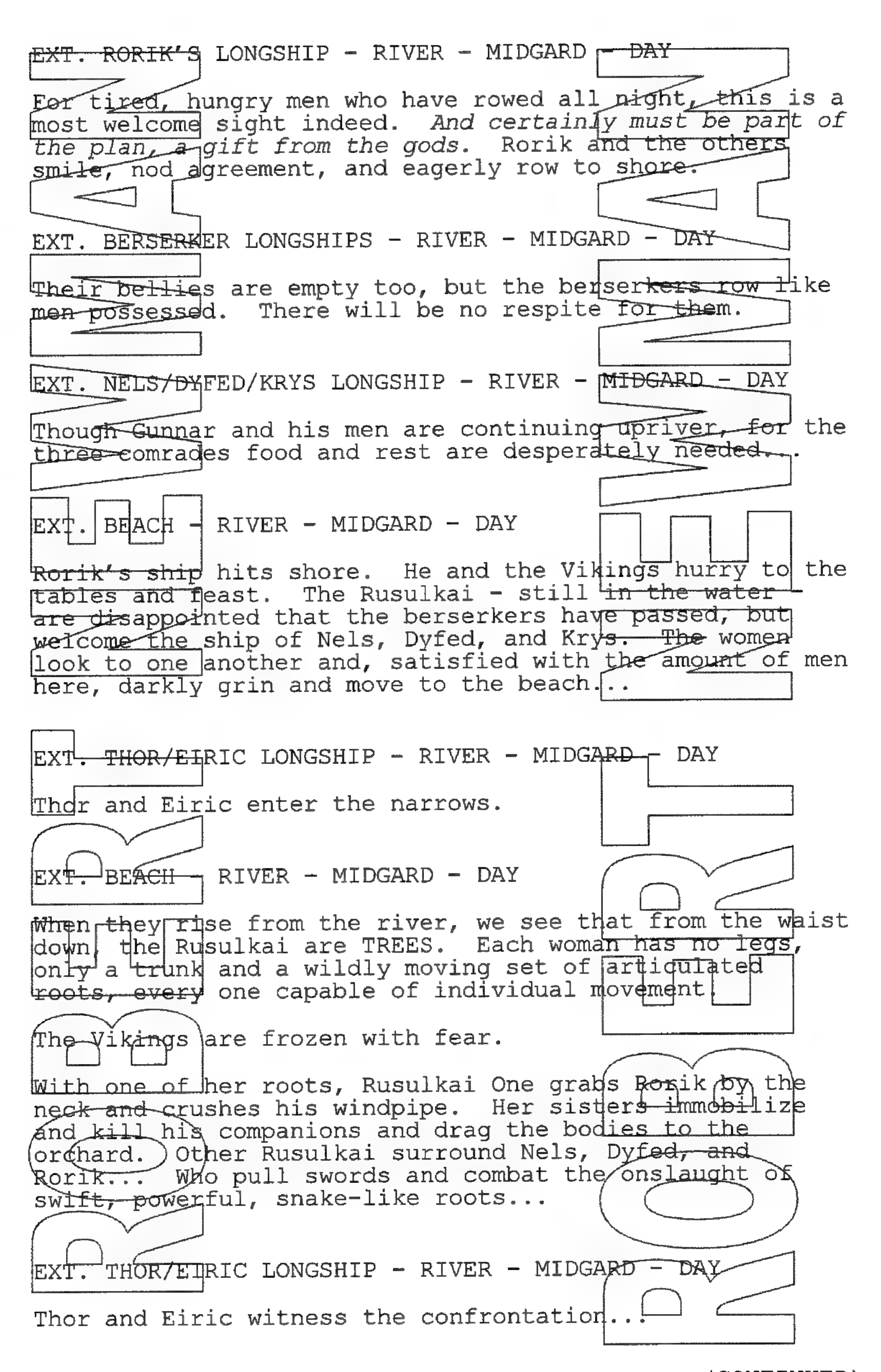
Here, seemingly prepared for the contestants are roast pigs on spits, tables piled high with fruit and bread, and casks of wine and ale.

Near the shore, standing waist-deep in water, naked breasts covered by luxuriant hair, are twelve stunningly beautiful WOMEN (known as the RUSULKAI). Upon seeing the men, they wave them to shore and call out...

RUSULKAI ONE
Welcome heroes!

RUSULKAI TWO
Brave souls, rest and eat.

RUSULKAI THREE
Your journey is a long one.



EXT. RORIK'S LONGSHIP - RIVER - MIDGARD - DAY

For tired, hungry men who have rowed all night, this is a most welcome sight indeed. *And certainly must be part of the plan, a gift from the gods.* Rorik and the others smile, nod agreement, and eagerly row to shore.

EXT. BERSERKER LONGSHIPS - RIVER - MIDGARD - DAY

Their bellies are empty too, but the berserkers row like men possessed. There will be no respite for them.

EXT. NELS/DYFED/KRYS LONGSHIP - RIVER - MIDGARD - DAY

Though Gunnar and his men are continuing upriver, for the three comrades food and rest are desperately needed...

EXT. BEACH - RIVER - MIDGARD - DAY

Rorik's ship hits shore. He and the Vikings hurry to the tables and feast. The Rusulkai - still in the water - are disappointed that the berserkers have passed, but welcome the ship of Nels, Dyfed, and Krys. The women look to one another and, satisfied with the amount of men here, darkly grin and move to the beach...

EXT. THOR/EIRIC LONGSHIP - RIVER - MIDGARD - DAY

Thor and Eiric enter the narrows.

EXT. BEACH - RIVER - MIDGARD - DAY

When they rise from the river, we see that from the waist down, the Rusulkai are TREES. Each woman has no legs, only a trunk and a wildly moving set of articulated roots, every one capable of individual movement.

The Vikings are frozen with fear.

With one of her roots, Rusulkai One grabs Rorik by the neck and crushes his windpipe. Her sisters immobilize and kill his companions and drag the bodies to the orchard. Other Rusulkai surround Nels, Dyfed, and Rorik... Who pull swords and combat the onslaught of swift, powerful, snake-like roots...

EXT. THOR/EIRIC LONGSHIP - RIVER - MIDGARD - DAY

Thor and Eiric witness the confrontation...

(CONTINUED)

CONTINUED:

THOR
(recognizes them)
Rusulkai.

Superstitious, Eiric is frightened, but more than that, he is outraged and steers the ship toward the beach.

THOR (CONT'D)
What are you doing?!

EIRIC
That's no way for a man to die.

He's right. And Thor joins him in the effort...

EXT. BEACH - RIVER - MIDGARD - DAY

Nels has his arms and legs pinned by two Rusulkai and a third uses a tendril tip to pierce his chest. Krys and Dyfed keep the fiends at bay for awhile longer, but soon they too are ensnared...

Thor and Eiric - each with an ax - launch from their ship and catch the Rusulkai off-guard. Thor chops one in half... Eiric cuts one up the middle... Thor severs the roots holding Krys and the Viking joins the fight... While his captor is distracted, Dyfed draws a knife, stabs the thing and cuts himself free...

Rusulkai One directs the counter-attack... Three demons converge on Dyfed and snap his spine with simultaneous blows... Another grabs Krys by the neck, whips him into the water and holds him there until he drowns...

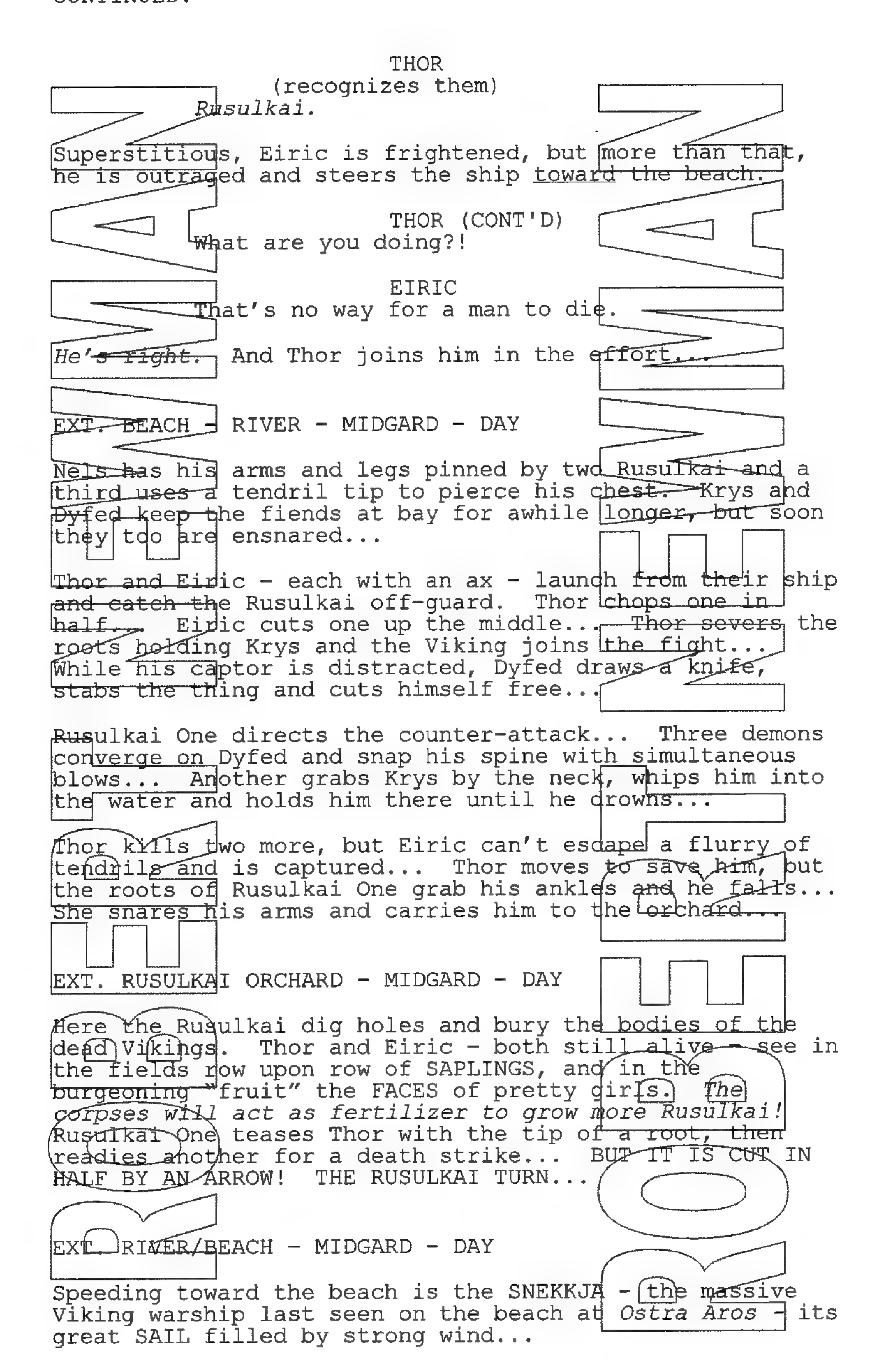
Thor kills two more, but Eiric can't escape a flurry of tendrils and is captured... Thor moves to save him, but the roots of Rusulkai One grab his ankles and he falls... She snares his arms and carries him to the orchard...

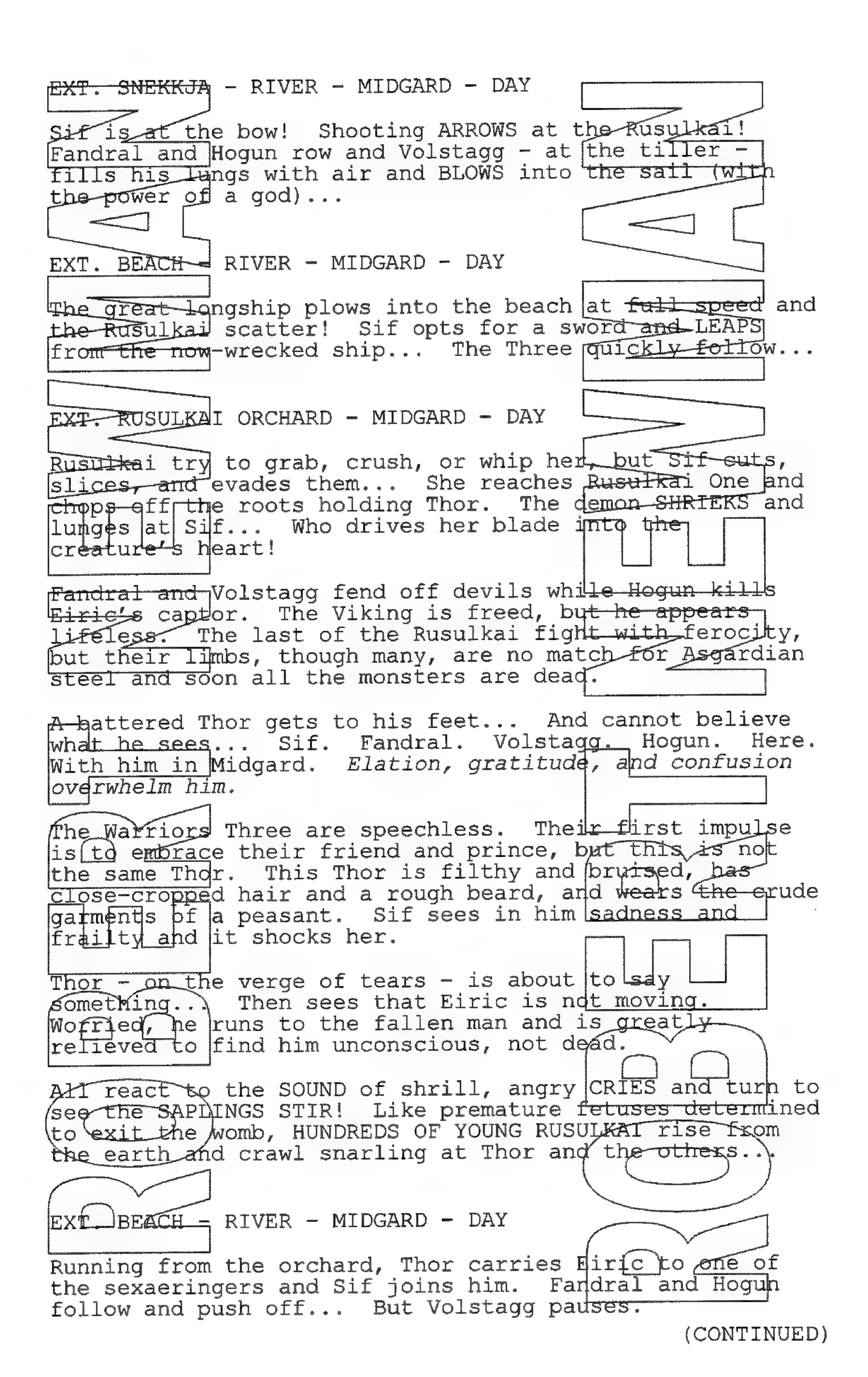
EXT. RUSULKAI ORCHARD - MIDGARD - DAY

Here the Rusulkai dig holes and bury the bodies of the dead Vikings. Thor and Eiric - both still alive - see in the fields row upon row of SAPLINGS, and in the burgeoning "fruit" the FACES of pretty girls. *The corpses will act as fertilizer to grow more Rusulkai!* Rusulkai One teases Thor with the tip of a root, then readies another for a death strike... BUT IT IS CUT IN HALF BY AN ARROW! THE RUSULKAI TURN...

EXT. RIVER/BEACH - MIDGARD - DAY

Speeding toward the beach is the SNEKKJA - the massive Viking warship last seen on the beach at *Ostra Aros* - its great SAIL filled by strong wind...





EXT. SNEKKJA - RIVER - MIDGARD - DAY

Sif is at the bow! Shooting ARROWS at the Rusulkai! Fandral and Hogun row and Volstagg - at the tiller - fills his lungs with air and BLOWS into the sail (with the power of a god)...

EXT. BEACH - RIVER - MIDGARD - DAY

The great longship plows into the beach at full speed and the Rusulkai scatter! Sif opts for a sword and LEAPS from the now-wrecked ship... The Three quickly follow...

EXT. RUSULKAI ORCHARD - MIDGARD - DAY

Rusulkai try to grab, crush, or whip her, but Sif cuts, slices, and evades them... She reaches Rusulkai One and chops off the roots holding Thor. The demon SHRIEKS and lunges at Sif... Who drives her blade into the creature's heart!

Fandral and Volstagg fend off devils while Hogun kills Eiric's captor. The Viking is freed, but he appears lifeless. The last of the Rusulkai fight with ferocity, but their limbs, though many, are no match for Asgardian steel and soon all the monsters are dead.

A battered Thor gets to his feet... And cannot believe what he sees... Sif. Fandral. Volstagg. Hogun. Here. With him in Midgard. *Elation, gratitude, and confusion overwhelm him.*

The Warriors Three are speechless. Their first impulse is to embrace their friend and prince, but this is not the same Thor. This Thor is filthy and bruised, has close-cropped hair and a rough beard, and wears the crude garments of a peasant. Sif sees in him sadness and frailty and it shocks her.

Thor - on the verge of tears - is about to say something... Then sees that Eiric is not moving. Worried, he runs to the fallen man and is greatly relieved to find him unconscious, not dead.

All react to the SOUND of shrill, angry CRIES and turn to see the SAPLINGS STIR! Like premature fetuses determined to exit the womb, HUNDREDS OF YOUNG RUSULKAI rise from the earth and crawl snarling at Thor and the others...

EXT. BEACH - RIVER - MIDGARD - DAY

Running from the orchard, Thor carries Eiric to one of the sexaeringers and Sif joins him. Fandral and Hogun follow and push off... But Volstagg pauses.

(CONTINUED)

CONTINUED:

The big fellow throws FOOD from the table into the ship and - with a cask of ale in each hand - runs to the beach with little demons nipping at his heels...

EXT. THOR/EIRIC LONGSHIP - RIVER - MIDGARD - DAY

Once the casks are safe, Fandral and Hogun (with great effort) PULL Volstagg aboard and he takes a seat at the tiller (nearly sinking the stern). Fandral and Hogun row to escape the coming swarm of infant Rusulkai, and Sif and Thor tend to Eiric.

EXT. PASS - GLACIERS - JOTUNHEIM - DAY

Wind and snow whip Loki as he makes his way deeper into the realm of the Jotuns. Using the intensity of feeling in his birthmark as a kind of "homing" device, he moves toward a nearby GLACIER...

EXT. GLACIER - JOTUNHEIM - DAY

Waiting is Ran. And she can barely contain her glee when she sees him. She moves to Loki and beckons...

RAN
I told them! I told them you would come!

INT. ICE CAVERN - JOTUNHEIM - DAY

Ran leads him to a kind of central altar and HUNDREDS OF JOTUNS regard Loki with anger, distrust, and contempt. Waiting for them is Thrym. Though not very articulate, he is far from dim. Three times the size of his fellows, massively-muscled Thrym is a giant among giants.

THRYM
This, Ran? This Aesir runt is our brother? Our "king?"

He and the other Jotuns laugh.

RAN
(to Loki)
Show them.

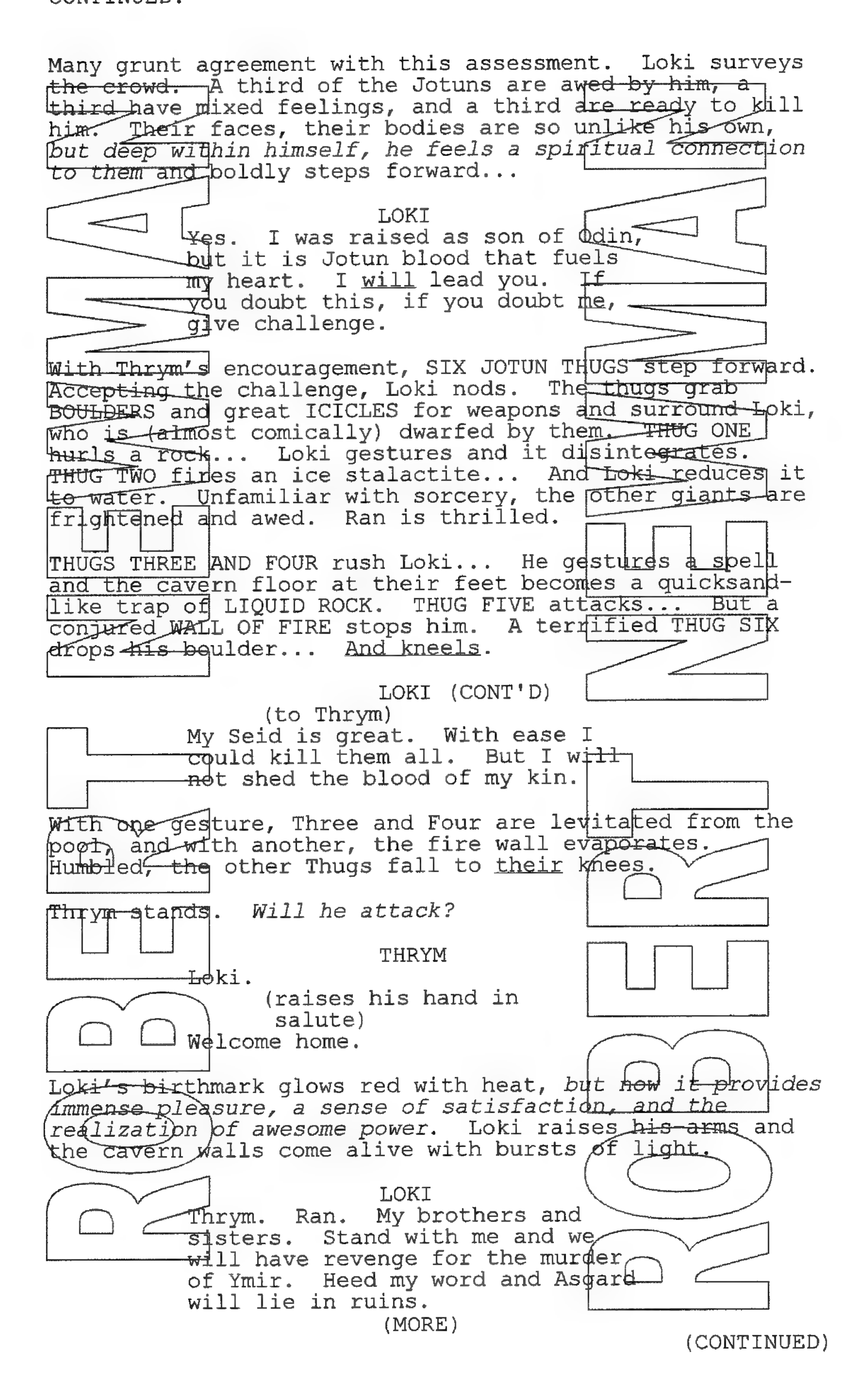
Loki pulls back his tunic and REVEALS THE BIRTHMARK.

RAN (CONT'D)
He bears the Mark of Ymir. Father of us all. This is Loki. He will lead us against Asgard.

THRYM
He is Odinsson!

(CONTINUED)

CONTINUED:



Many grunt agreement with this assessment. Loki surveys the crowd. A third of the Jotuns are awed by him, a third have mixed feelings, and a third are ready to kill him. Their faces, their bodies are so unlike his own, *but deep within himself, he feels a spiritual connection to them* and boldly steps forward...

LOKI
Yes. I was raised as son of Odin, but it is Jotun blood that fuels my heart. I will lead you. If you doubt this, if you doubt me, give challenge.

With Thrym's encouragement, SIX JOTUN THUGS step forward. Accepting the challenge, Loki nods. The thugs grab BOULDERS and great ICICLES for weapons and surround Loki, who is (almost comically) dwarfed by them. THUG ONE hurls a rock... Loki gestures and it disintegrates. THUG TWO fires an ice stalactite... And Loki reduces it to water. Unfamiliar with sorcery, the other giants are frightened and awed. Ran is thrilled.

THUGS THREE AND FOUR rush Loki... He gestures a spell and the cavern floor at their feet becomes a quicksand-like trap of LIQUID ROCK. THUG FIVE attacks... But a conjured WALL OF FIRE stops him. A terrified THUG SIX drops his boulder... And kneels.

LOKI (CONT'D)
(to Thrym)
My Seid is great. With ease I could kill them all. But I will not shed the blood of my kin.

With one gesture, Three and Four are levitated from the pool, and with another, the fire wall evaporates. Humbled, the other Thugs fall to their knees.

Thrym stands. *Will he attack?*

THRYM
Loki.
(raises his hand in salute)
Welcome home.

Loki's birthmark glows red with heat, *but now it provides immense pleasure, a sense of satisfaction, and the realization of awesome power*. Loki raises his arms and the cavern walls come alive with bursts of light.

LOKI
Thrym. Ran. My brothers and sisters. Stand with me and we will have revenge for the murder of Ymir. Heed my word and Asgard will lie in ruins.
(MORE)

(CONTINUED)

CONTINUED: (2)

LOKI (CONT'D)
Follow me and there will be no kingdom greater than Jotunheim!

Ran, Thrym, and the Jotuns go wild!

EXT. RIVER - CANYON - MIDGARD - DAY

On both sides are high, sheer rock walls. Thor's longship waits in the water below.

EXT. THOR/EIRIC LONGSHIP - RIVER - MIDGARD - DAY

The deeper they travel into the mountains, the colder it gets. The gods are oblivious to it, but Eiric's body trembles. Sif removes her cape and uses it as a blanket for him. Fandral offers Thor his cloak...

FANDRAL
My prince...

THOR
(proud, refuses)
I am not your prince.

FANDRAL
Please, Thor, take it...

THOR
(ashamed, angry)
No.

An awkward tension builds. Until Volstagg loudly TAPS a cask of ALE.

VOLSTAGG
Prince or not. Aesir or not. You are still our friend.

He pours a CUP and offers it to Thor. Touched, Thor finds he cannot help but smile. And soon grins are everywhere to be seen. He takes the cup and suggests:

THOR
Join me, Volstagg?

VOLSTAGG
I'd be delighted!

THOR
Fandral? Hogun?

Cups are poured for them. Thor moves to Sif and offers her the first cup...

THOR (CONT'D)
Sif? Please.

(CONTINUED)

CONTINUED:

Taken aback by Thor's politeness and humility, she nods and happily takes the ale. Volstagg brings a new cup to Thor, who raises it in salute.

THOR (CONT'D)
To Asgard.

They drink.

THOR (CONT'D)
(hopeful)
Did my father send you?

FANDRAL
Well... No. Not exactly.

HOGUN
"Not exactly?" We broke Odinlaw to get here. Crossed Bifrost without his say.

VOLSTAGG
We are fugitives! Sif too.

The Warriors Three turn to Sif to explain...

And we REVEAL that unbeknownst to the group, a stunned Eiric is awake and has heard everything that was said.

EXT. RIVER - CANYON - FURTHER NORTH - MIDGARD - DAY

Gunnar and the berserkers reach a ROCKY section of mild RAPIDS. In order to continue upriver, they must leave their longships and portage them to a point where the river is again calm.

EXT. CANYON BOTTOM - RIVER - MIDGARD - DAY

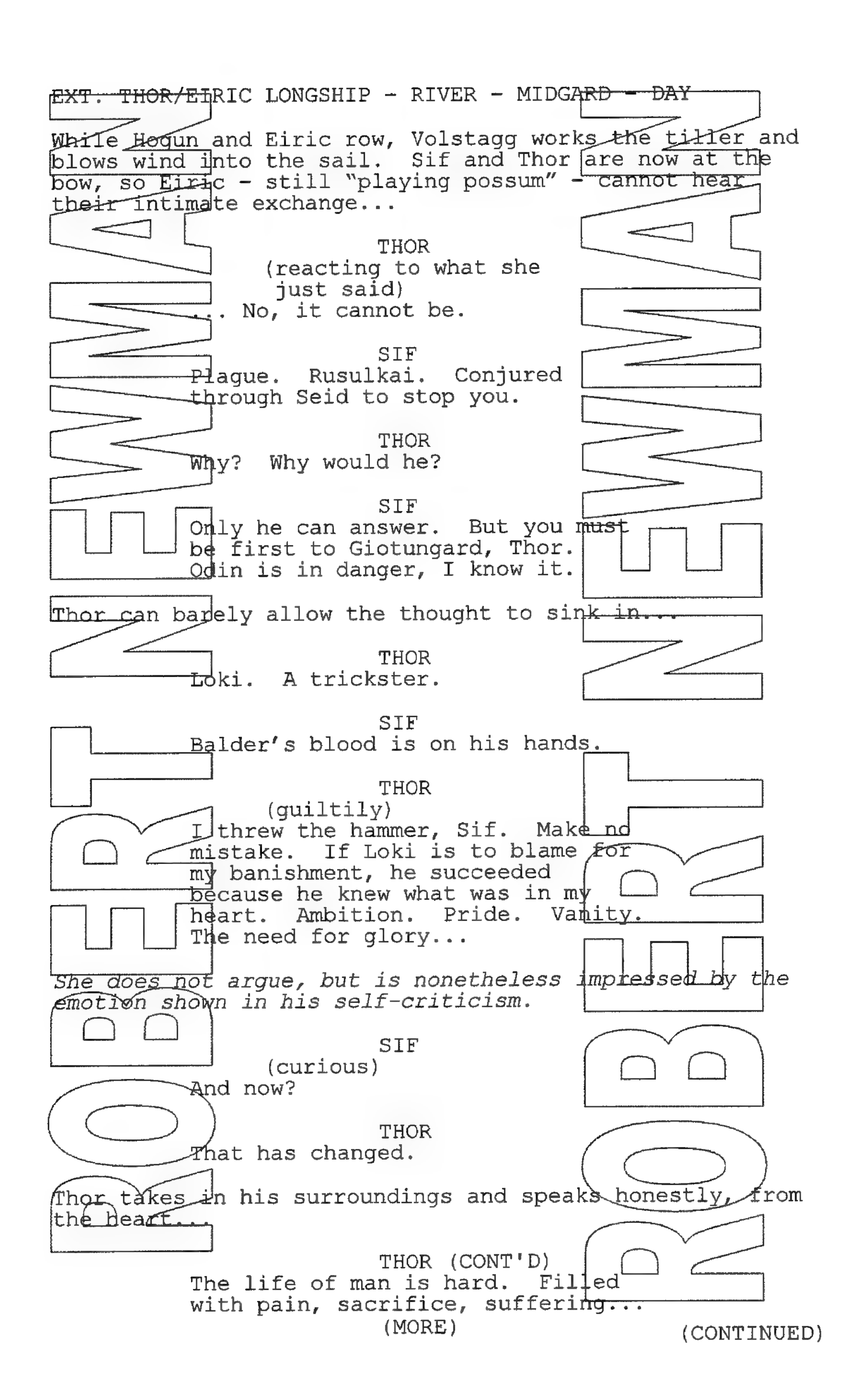
Gunnar notices that here the canyon walls have "pockets" that would be hidden to anyone downstream. He smiles.

EXT. BEACH - RIVER - MIDGARD - DAY

Bjarne's sexaeringer passes through the narrows.

EXT. BJARNE'S LONGSHIP - RIVER - MIDGARD - DAY

Terrified, hands bleeding, Bjarne desperately rows away from hundreds of infant Rusulkai swimming after him.



EXT. THOR/EIRIC LONGSHIP - RIVER - MIDGARD - DAY

While Hogun and Eiric row, Volstagg works the tiller and blows wind into the sail. Sif and Thor are now at the bow, so Eiric - still "playing possum" - cannot hear their intimate exchange...

THOR
(reacting to what she just said)
... No, it cannot be.

SIF
Plague. Rusulkai. Conjured through Seid to stop you.

THOR
Why? Why would he?

SIF
Only he can answer. But you must be first to Giotungard, Thor. Odin is in danger, I know it.

Thor can barely allow the thought to sink in...

THOR
Loki. A trickster.

SIF
Balder's blood is on his hands.

THOR
(guiltily)
I threw the hammer, Sif. Make no mistake. If Loki is to blame for my banishment, he succeeded because he knew what was in my heart. Ambition. Pride. Vanity. The need for glory...

She does not argue, but is nonetheless impressed by the emotion shown in his self-criticism.

SIF
(curious)
And now?

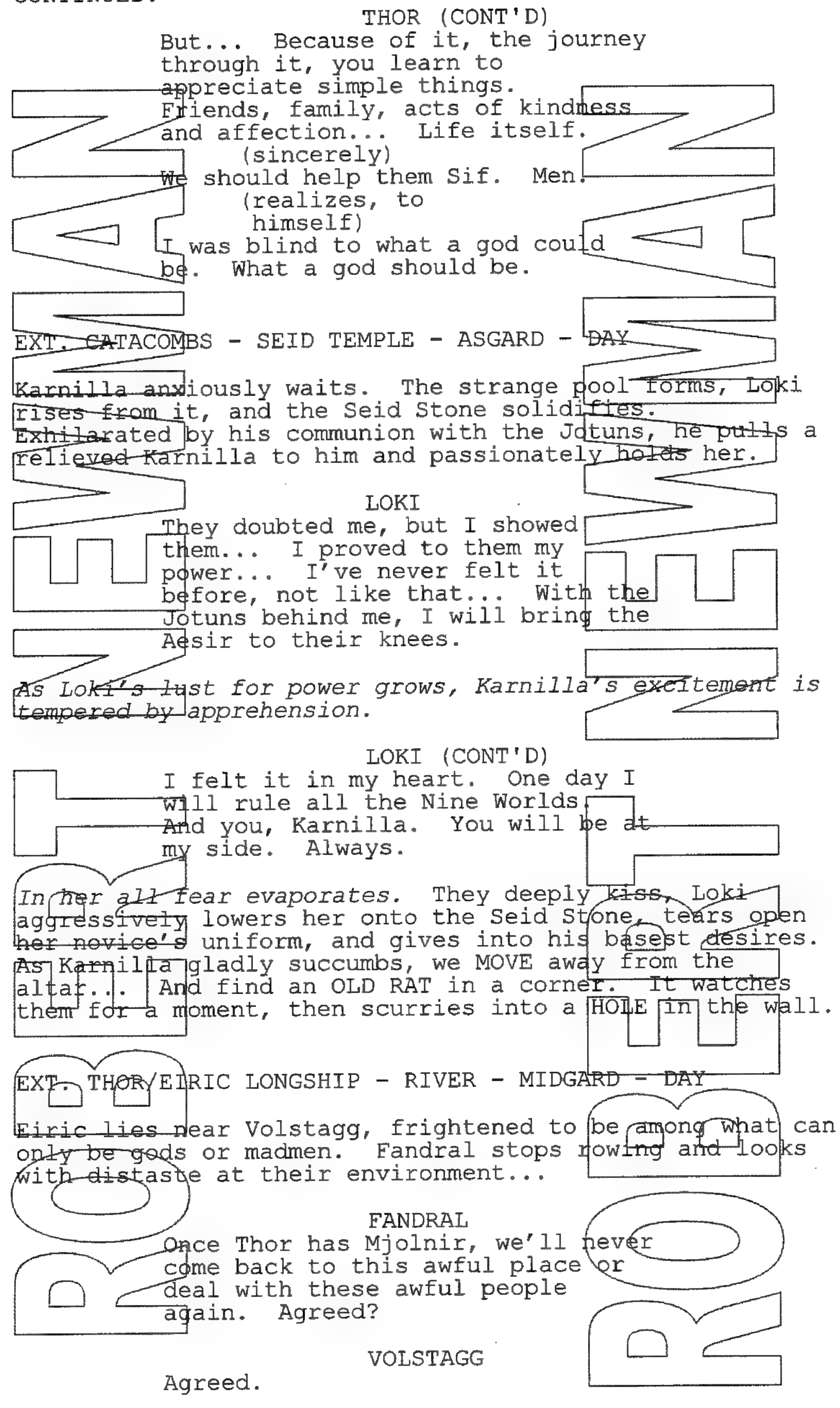
THOR
That has changed.

Thor takes in his surroundings and speaks honestly, from the heart...

THOR (CONT'D)
The life of man is hard. Filled with pain, sacrifice, suffering...
(MORE)

(CONTINUED)

CONTINUED:



THOR (CONT'D)
But... Because of it, the journey through it, you learn to appreciate simple things. Friends, family, acts of kindness and affection... Life itself.
(sincerely)
We should help them Sif. Men.
(realizes, to himself)
I was blind to what a god could be. What a god should be.

EXT. CATACOMBS - SEID TEMPLE - ASGARD - DAY

Karnilla anxiously waits. The strange pool forms, Loki rises from it, and the Seid Stone solidifies. Exhilarated by his communion with the Jotuns, he pulls a relieved Karnilla to him and passionately holds her.

LOKI
They doubted me, but I showed them... I proved to them my power... I've never felt it before, not like that... With the Jotuns behind me, I will bring the Aesir to their knees.

As Loki's lust for power grows, Karnilla's excitement is tempered by apprehension.

LOKI (CONT'D)
I felt it in my heart. One day I will rule all the Nine Worlds. And you, Karnilla. You will be at my side. Always.

In her all fear evaporates. They deeply kiss, Loki aggressively lowers her onto the Seid Stone, tears open her novice's uniform, and gives into his basest desires. As Karnilla gladly succumbs, we MOVE away from the altar... And find an OLD RAT in a corner. It watches them for a moment, then scurries into a HOLE in the wall.

EXT. THOR/EIRIC LONGSHIP - RIVER - MIDGARD - DAY

Eiric lies near Volstagg, frightened to be among what can only be gods or madmen. Fandral stops rowing and looks with distaste at their environment...

FANDRAL
Once Thor has Mjolnir, we'll never come back to this awful place or deal with these awful people again. Agreed?

VOLSTAGG
Agreed.

(CONTINUED)

CONTINUED:

HOGUN
If you're in such a hurry, row.

We see a look of grave concern in Eiric's eyes. Pretending to regain consciousness, he stirs.

VOLSTAGG
Um. Hello.

The Warriors Three study the human as they would a strange animal. Thor realizes it's making Eiric uncomfortable and moves to help him up.

THOR
Eiric. Meet some old friends of mine...

Still at the bow, Sif notices something and INTERRUPTS...

SIF
Thor.

All turn to see the rocky area of rapids approaching. The sail is lowered and oars are lifted.

EXT. CANYON BOTTOM - RIVER - MIDGARD - DAY

Thor and the others exit the longship and carry it through the dangerous section of rapids. Hogun spies something upriver... THE BOW OF A LONGSHIP hidden in some rocks. Just as he is about to alert the others...

BERSERKERS leap from crevices in the canyon walls! There are only THREE of them, but they've caught the company unprepared... Thor and the others are forced to DROP the sekaeringer and defend themselves... Knowing that they are impervious to Midgardian weapons, Sif and the Warriors Three instantly move to protect Thor... But inadvertently abandon Eiric.

Hogun engages one of the brutes... Fandral fights with another, but the third targets Eiric... Thor sees this and moves... Sif follows... Volstagg realizes their longship is being carried down river and chases it...

Eiric does his best to fend off the berserker, but loses his ax... Thor strikes from behind, but the berserker is quick, dodges the blow and CUTS Thor across the abdomen!

SIF
NO!

Fandral and Hogun slay their foes... Volstagg sees the ship heading straight for some rocks...

Sif savagely attacks the berserker with her sword, but this man is good...

(CONTINUED)

CONTINUED:

The berserker cruelly moves to hobble Sif and targets her leg... But the blade "MELTS" when it touches her. The berserker is stunned. He looks at his ax and sees that it is "whole" again. His pause gives Sif enough time to drive her sword through his ribs... When the berserker falls, Eiric looks at her with fear and wonder...

EIRIC
I told myself you were all mad... But it's true, isn't it? You are gods.

He backs away from her... Sif doesn't know what to say to him and turns her attention to the fallen Thor...

Volstagg tries to reach the sexaeringer, but slips and falls... And the longship CRASHES TO SPLINTERS! Frustrated, he turns... And, like Fandral and Hogun, sees that Thor is hurt and goes to him...

Blood pours from Thor's wound. His flesh is pale, his breath labored... Sif cradles him in her lap and he takes her hand...

THOR
I... I'm scared.

Devastated, the Warriors Three kneel. Sif gently touches Thor's face, rests a hand on his abdomen and shuts her eyes... A warm energy passes from her fingers... Thor gasps... And the wound HEALS. Color returns to Thor's face and he smiles at the face of an angel.

Relieved, the Warriors Three help him to his feet. A tender moment passes between Sif and Thor...

Fandral sees the wrecked sexaeringer.

FANDRAL
Oh no.

HOGUN
That's all right. We can use their ship...

Hogun looks upriver and sees Eiric in the berserker ship! Rowing away from them! He lifts Sif's BOW and aims an arrow... Thor PUSHES his arm and the shot goes wild.

HOGUN (CONT'D)
Why?!

Although Thor is hurt and confused by Eiric's actions, he is adamant in this belief:

THOR
(with forgiveness)
Eiric is a good man.
(MORE)

(CONTINUED)

CONTINUED: (2)

THOR (CONT'D)
If he is destined to become God of Thunder, so be it. Let the Norns decide.

Hogun regards him with bewilderment. Thor walks away, watches Eiric fade from view, and hangs his head.

FANDRAL
(distraught)
An eternity in Midgard.

Volstagg groans.

Sif remembers something and gently approaches Thor...

SIF
There is another way. The *Kavernes Andvari.*

The Warriors Three exchange looks of concern. Whatever the *Kavernes Andvari* is, it isn't good. With gravity and solemnity, Thor nods. *There is no other choice.*

EXT. RIVER/LAKE/MOUNTAINS - FAR NORTH - MIDGARD - DAY

Gunnar's longship reaches the river's source. Here melting snow and ice from the caps of mountains feed the river. Wind is cold and powerful.

EXT. GUNNAR'S LONGSHIP - MIDGARD - DAY

Gunnar and his (last two) men pull tight their bearskins and row toward a rock-strewn JETTY where a FIRE burns.

EXT. JETTY - LAKE - MIDGARD - DAY

Here is the third and final TOTEM POLE. A seemingly eternal FLAME keeps a bonfire burning (and the pole illuminated). The far end of the breakwater attaches to a STRANGE FOREST shrouded in icy mist.

EXT. GUNNAR'S LONGSHIP - LAKE - MIDGARD - DAY

STRANGE CRYSTALS (we might recognize their shape from similar crystals placed on the Seid Stone by Loki) form on the surface of the water and immobilize the longship. Thinking it to be ice, Gunnar and his fellows climb out of the vessel and proceed on foot...

EXT. LAKE - MIDGARD - DAY

Like a virus, the crystals grow, multiply, and climb up the legs of the berserkers!

(CONTINUED)

CONTINUED:

The men SMASH the crystals and run to the jetty, but with each step the "ice" tries to trap them... At one point, crystals cover an AX and refuse to let it go... By moving quickly and powerfully, the berserkers escape and reach the jetty...

EXT. JETTY - MIDGARD - DAY

The men collapse onto the breakwater... But FINGERS OF "ICE" follow and try to grab them... They scramble to the totem pole - and the bonfire - and sensitive to heat, the crystals retreat. The men read the runes on the pole and follow the jetty to a WEIRD FOREST.

EXT. RIVER - CANYON - MIDGARD - DAY

Bjarne passes the WRECKAGE of Thor's sexaeringer, takes it as a positive sign, and accelerates his pace.

EXT. WEIRD FOREST - MIDGARD - DAY

Gunnar and his (two) men discover a place at which Midgard connects to YGGDRASIL, the Tree of Life that unites the Nine Worlds. The rocks of the breakwater give way to a twisted mass of barren trees, vines, and thorn bushes. ONE GREAT LIMB extends far into the netherworld between realms. <u>This is the Path to Giotungard.</u>

Gunnar is thrilled and takes a step toward it...

Rising from "perches" hidden in the trees are THE DOKKALFAR. They've been waiting. The dark faeries spread their wings and swoop down on the berserkers...

Gunnar lets out a SAVAGE CRY and SWINGS HIS AX... ONE DOKKALFAR is surprised by the human's ferocity and is split up the middle! *(The men of Midgard may not be able to harm gods, but Faeries are another matter).*

While Gunnar severs an arm and half a wing from a SECOND, BERSERKER ONE keeps a THIRD and FOURTH at bay and BERSERKER TWO fends off a FIFTH.

Malekith is furious. *And darkly excited.* He UNSHEATHES *DAINSLEIF* and we behold the great, awful sword for the first time. It is a beautifully-crafted weapon, but something about it is disturbing... Upon closer look, we see "reflected" in its glimmering polished steel the FACE of every living thing it has killed.

While the SIXTH Dokkalfar joins the attack on Gunnar, Malekith targets the other berserkers... Like a shark needing to feed, *Dainsleif* thirsts for blood... Berserker One THROWS HIS AX... Malekith deftly dodges it and his cursed sword cuts the man in two.

(CONTINUED)

CONTINUED:

He takes a moment to tear away the bearskin hood and examine the FACE of the one just killed and we see in him dissatisfaction. *He's looking for Thor*.

Sensing BERSERKER TWO's fear, Malekith toys with him... And in a mesmerizing display of "wingsmanship," he intimidates and confuses the human... Malekith grins and implements a DEATH STRIKE the berserker barely defends.

(For a moment we notice that the faces of the two dead berserkers join THOUSANDS OF FACES in the glimmering polished steel of Dainsleif*)*.

Realizing he is no match for these fiends, Gunnar DASHES into a nearby THICKET and CRAWLS toward the great limb that leads to Giotungard...

Without hesitation Malekith kills the wounded member of his own legion and with the other FOUR DOKKALFAR hovers over the forest and searches for Gunnar.

EXT. CANYON BOTTOM - RIVER - MIDGARD - DAY

The Warriors Three whisper concerns to one another...

HOGUN
The *Kavernes Andvari* are marked for Svartalf and Aesir alone.

FANDRAL
No man has entered. Ever.

VOLSTAGG
(worried, hopeful)
That could be to Thor's advantage, couldn't it?

ON SIF AND THOR -

Sif CUTS the shape of a RUNE into her hand and with BLOOD paints a LARGE CIRCLE onto the canyon wall. She presses her bleeding palm against its center and the stone MOVES, allowing Sif to enter a just-forming TUNNEL. Keeping her hand to the rock, she "pushes" the passageway forward... Thor follows, but once he crosses the threshold, he SCREAMS WITH PAIN... And the ECHO of the shout bounces down the canyon walls...

EXT. WEIRD FOREST - MIDGARD - DAY

Just as he and his soldiers are about to pounce on Gunnar, Malekith REACTS to the SOUND of the echoing scream. He instantly abandons pursuit of the berserker, calls to his legion and leads them into the sky...

(CONTINUED)

CONTINUED:

Once they are gone, a relieved Gunnar rises from the thicket and HACKS his way toward the Yggdrasil limb...

Before leaving, Malekith descends, grabs a FLAMING LOG from the bonfire, THROWS it into the dry thicket and soon the forest is BLAZING...

Pushing through smoke, fighting searing heat, patches of skin sizzling, a determined Gunnar makes his way to the Path to Giotungard.

EXT. CANYON BOTTOM - RIVER - MIDGARD - DAY

Sif removes her hand from the wall, the tunnel fades, and the stone solidifies. She turns to Thor who explains...

THOR
My eyes went blind. The air... Burned my lungs like fire. I couldn't hear a sound...

SIF
... You must try. Please, Thor.

He summons all his courage, stands, and nods. Sif again presses her hand to the stone and again it pushes inward.

SIF (CONT'D)
(to Thor and the Three)
Stay close. And run like Sleipnir.

INT. KAVERNES ANDVARI - DAY

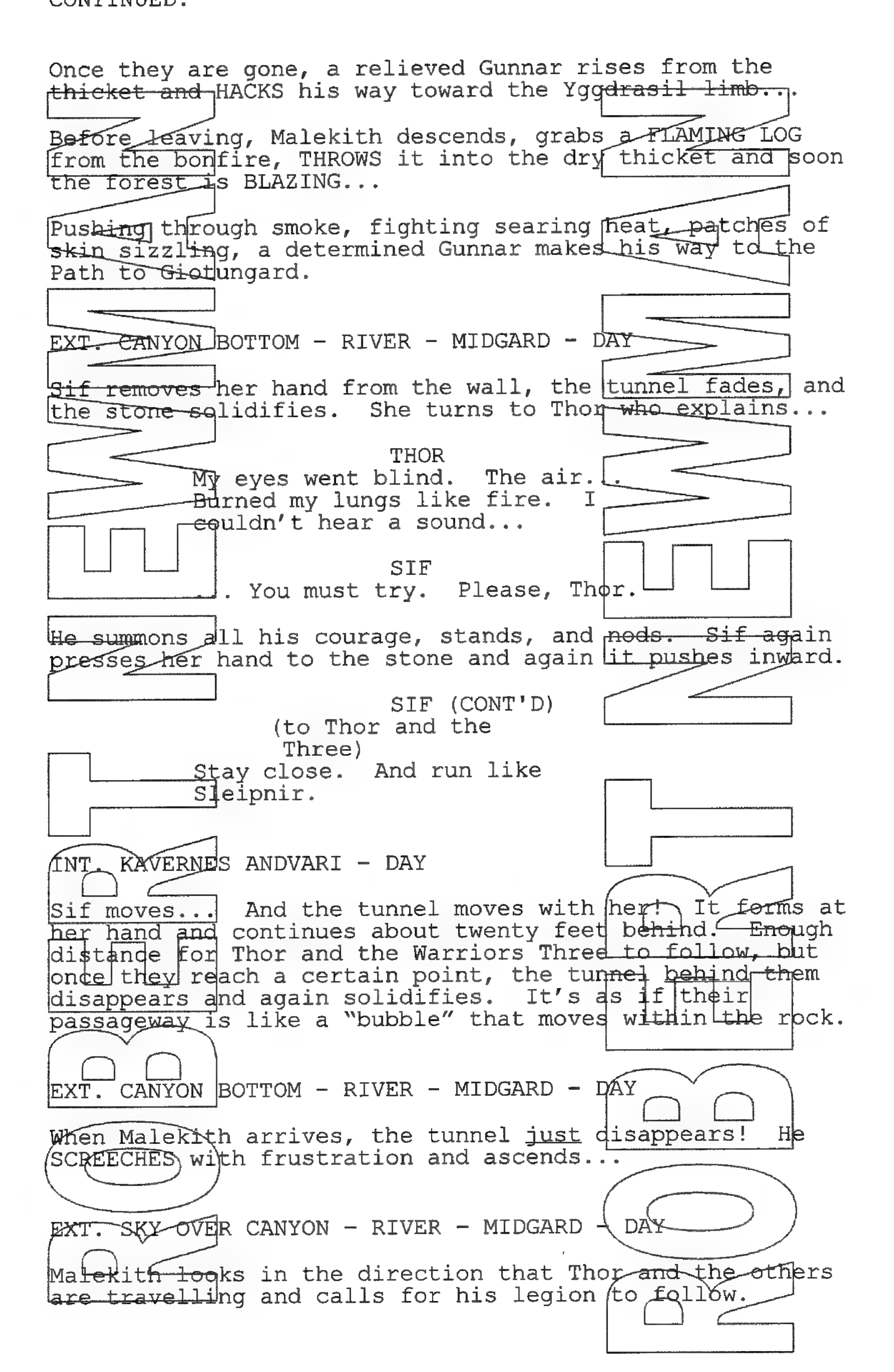
Sif moves... And the tunnel moves with her! It forms at her hand and continues about twenty feet behind. Enough distance for Thor and the Warriors Three to follow, but once they reach a certain point, the tunnel behind them disappears and again solidifies. It's as if their passageway is like a "bubble" that moves within the rock.

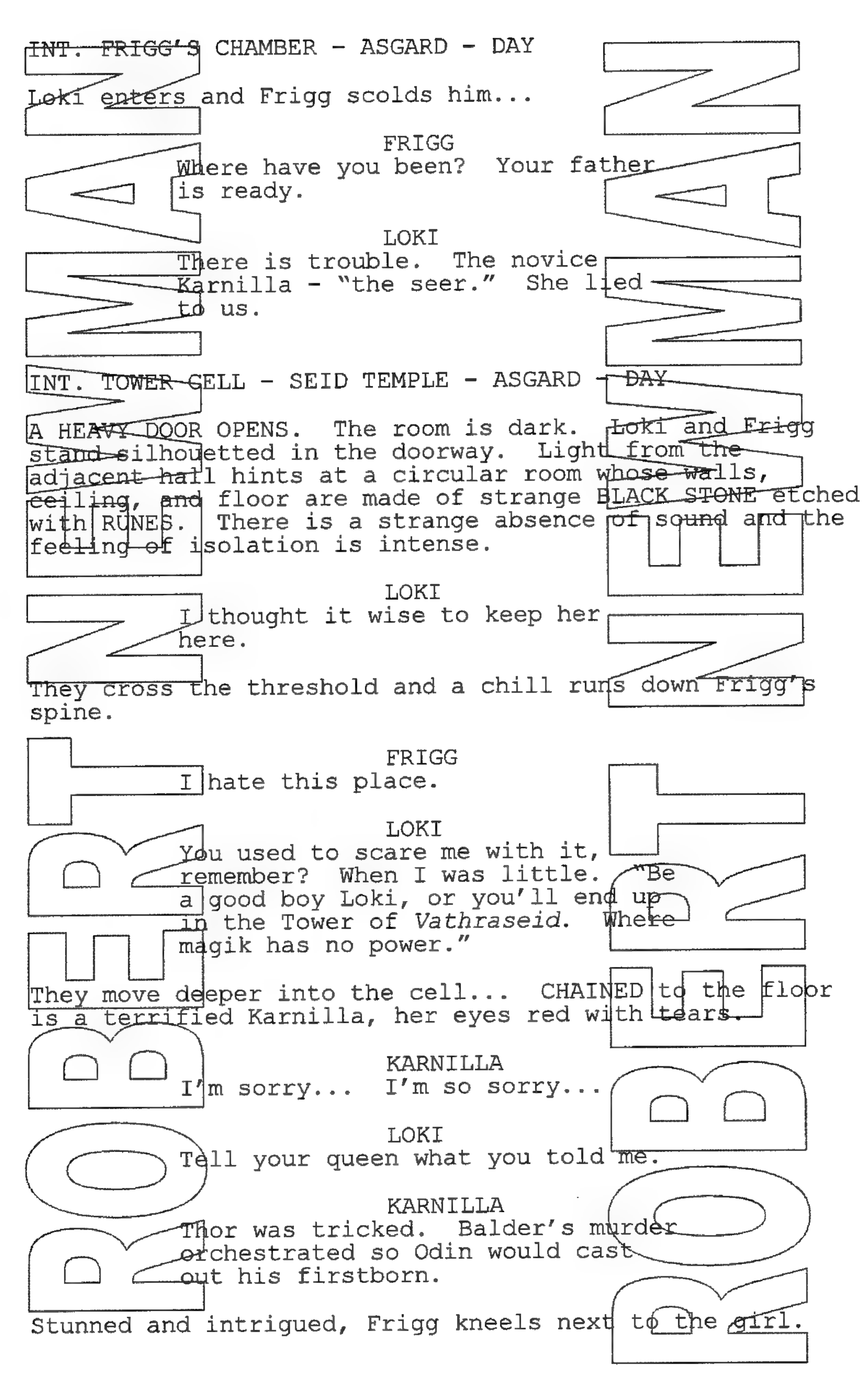
EXT. CANYON BOTTOM - RIVER - MIDGARD - DAY

When Malekith arrives, the tunnel just disappears! He SCREECHES with frustration and ascends...

EXT. SKY OVER CANYON - RIVER - MIDGARD - DAY

Malekith looks in the direction that Thor and the others are travelling and calls for his legion to follow.





INT. FRIGG'S CHAMBER - ASGARD - DAY

Loki enters and Frigg scolds him...

FRIGG
Where have you been? Your father is ready.

LOKI
There is trouble. The novice Karnilla - "the seer." She lied to us.

INT. TOWER CELL - SEID TEMPLE - ASGARD - DAY

A HEAVY DOOR OPENS. The room is dark. Loki and Frigg stand silhouetted in the doorway. Light from the adjacent hall hints at a circular room whose walls, ceiling, and floor are made of strange BLACK STONE etched with RUNES. There is a strange absence of sound and the feeling of isolation is intense.

LOKI
I thought it wise to keep her here.

They cross the threshold and a chill runs down Frigg's spine.

FRIGG
I hate this place.

LOKI
You used to scare me with it, remember? When I was little. "Be a good boy Loki, or you'll end up in the Tower of *Vathraseid*. Where magik has no power."

They move deeper into the cell... CHAINED to the floor is a terrified Karnilla, her eyes red with tears.

KARNILLA
I'm sorry... I'm so sorry...

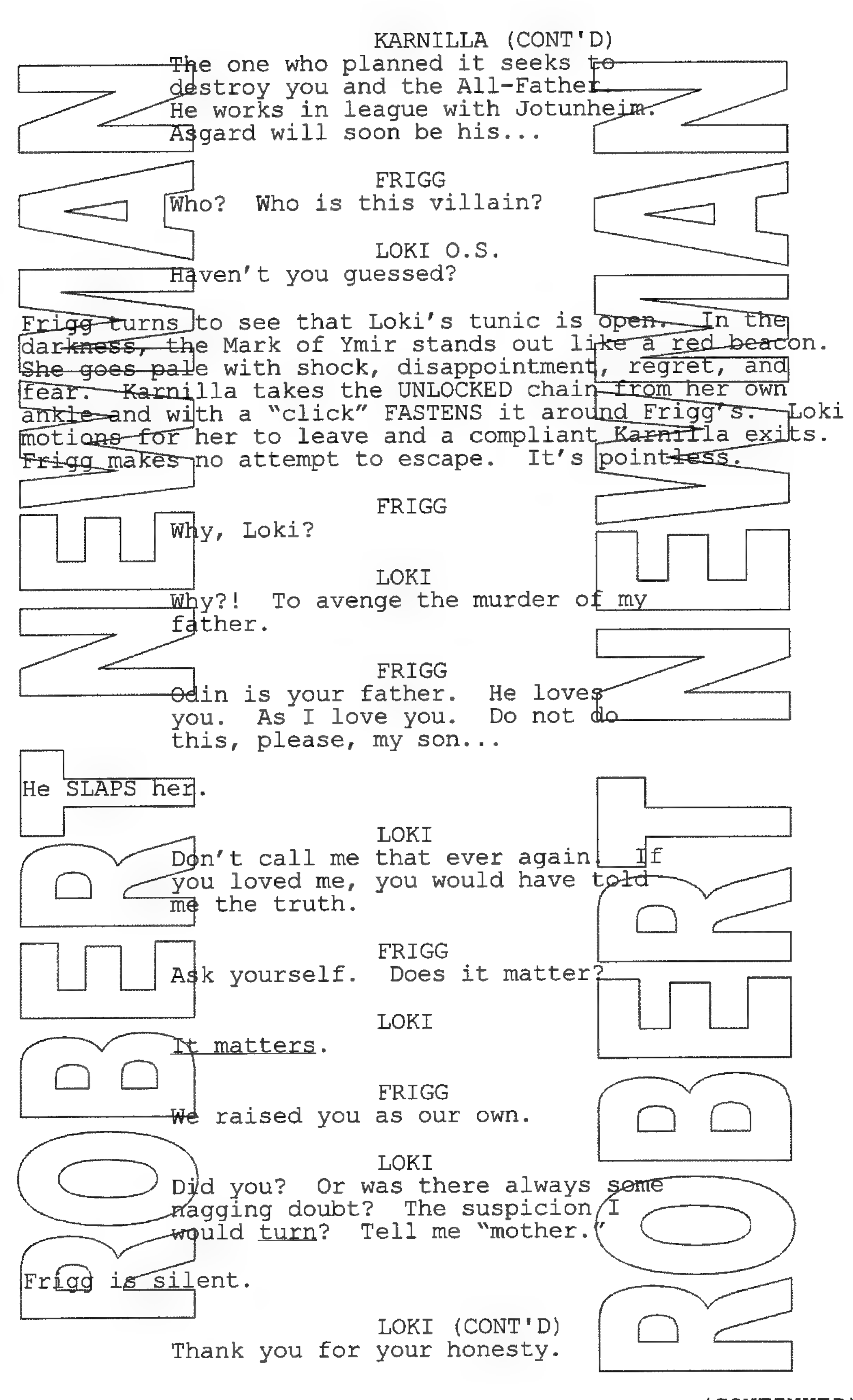
LOKI
Tell your queen what you told me.

KARNILLA
Thor was tricked. Balder's murder orchestrated so Odin would cast out his firstborn.

Stunned and intrigued, Frigg kneels next to the girl.

(CONTINUED)

CONTINUED:



KARNILLA (CONT'D)
The one who planned it seeks to destroy you and the All-Father. He works in league with Jotunheim. Asgard will soon be his...

FRIGG
Who? Who is this villain?

LOKI O.S.
Haven't you guessed?

Frigg turns to see that Loki's tunic is open. In the darkness, the Mark of Ymir stands out like a red beacon. She goes pale with shock, disappointment, regret, and fear. Karnilla takes the UNLOCKED chain from her own ankle and with a "click" FASTENS it around Frigg's. Loki motions for her to leave and a compliant Karnilla exits. Frigg makes no attempt to escape. It's pointless.

FRIGG
Why, Loki?

LOKI
Why?! To avenge the murder of my father.

FRIGG
Odin is your father. He loves you. As I love you. Do not do this, please, my son...

He SLAPS her.

LOKI
Don't call me that ever again. If you loved me, you would have told me the truth.

FRIGG
Ask yourself. Does it matter?

LOKI
It matters.

FRIGG
We raised you as our own.

LOKI
Did you? Or was there always some nagging doubt? The suspicion I would turn? Tell me "mother."

Frigg is silent.

LOKI (CONT'D)
Thank you for your honesty.

(CONTINUED)

CONTINUED: (2)

Loki draws his SWORD, but Frigg shows no fear.

FRIGG
You think that by becoming "cold" to us you can avoid the truth.
(defiant, tender)
Your blood may be Jotun, but you are and always will be our son.

Loki's reaction is difficult to read. *Is he ready to kill her? Or drop the blade and fall into her arms?*

INT. CORRIDOR - TEMPLE - ASGARD - MOMENTS LATER - DAY

A clearly troubled Loki crosses the threshold. *Where is the sword?* He sadly gestures a spell and the great door SHUTS behind him. He leans against it, touches his hand to his chest, and closes his eyes.

INT. WALLS - SEID TEMPLE - ASGARD - DAY

We FOLLOW the OLD RAT as he makes his way through a rodent TUNNEL that from the catacombs rises through the entire length of the temple.

INT. RAT HAVEN - WALLS - SEID TEMPLE - ASGARD - DAY

The Old Rat reaches a dugout where MANY RATS sleep and share food. He "speaks" to them and they regard his statements with skepticism. He adamantly, sincerely repeats his declaration and this time, they listen.

EXT. VALASKJALF - ASGARD - DUSK

In its initial descent the sun reflects warm orange and yellow off the gold exterior of the palace.

INT. ROYAL BEDCHAMBER - VALASKJALF - ASGARD - DUSK

A weak, tired, anxious Odin lies in bed. Loki kneels and takes his father's hand.

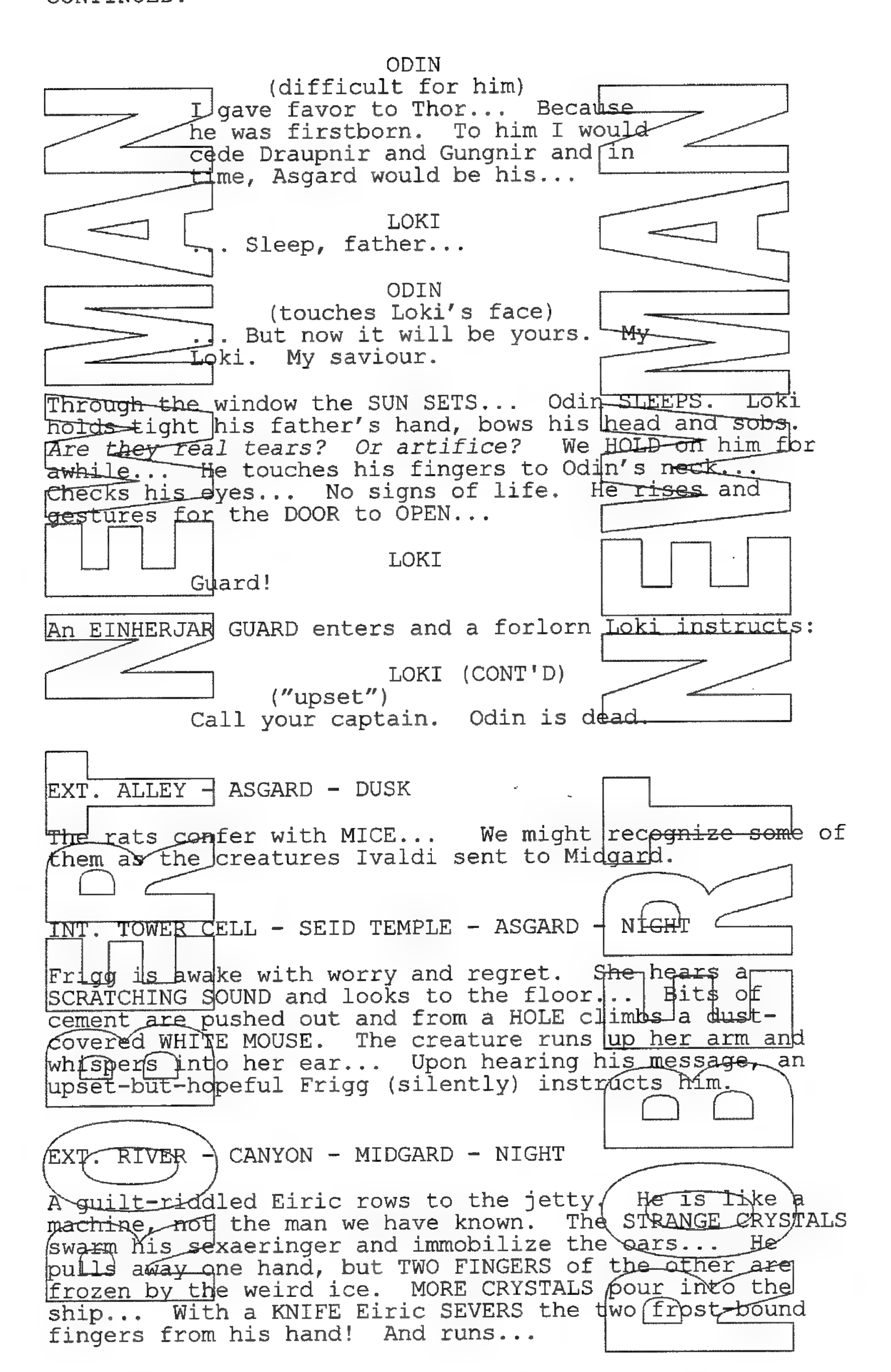
ODIN
Where is Frigg?

LOKI
She thought it best I come alone.
If I am to be your protector, I must prove my worth.

Odin holds tight his hand and nods.

(CONTINUED)

CONTINUED:



ODIN
(difficult for him)
I gave favor to Thor... Because he was firstborn. To him I would cede Draupnir and Gungnir and in time, Asgard would be his...

LOKI
... Sleep, father...

ODIN
(touches Loki's face)
... But now it will be yours. My Loki. My saviour.

Through the window the SUN SETS... Odin SLEEPS. Loki holds tight his father's hand, bows his head and sobs. *Are they real tears? Or artifice?* We HOLD on him for awhile... He touches his fingers to Odin's neck... Checks his eyes... No signs of life. He rises and gestures for the DOOR to OPEN...

LOKI
Guard!

An EINHERJAR GUARD enters and a forlorn Loki instructs:

LOKI (CONT'D)
("upset")
Call your captain. Odin is dead.

EXT. ALLEY - ASGARD - DUSK

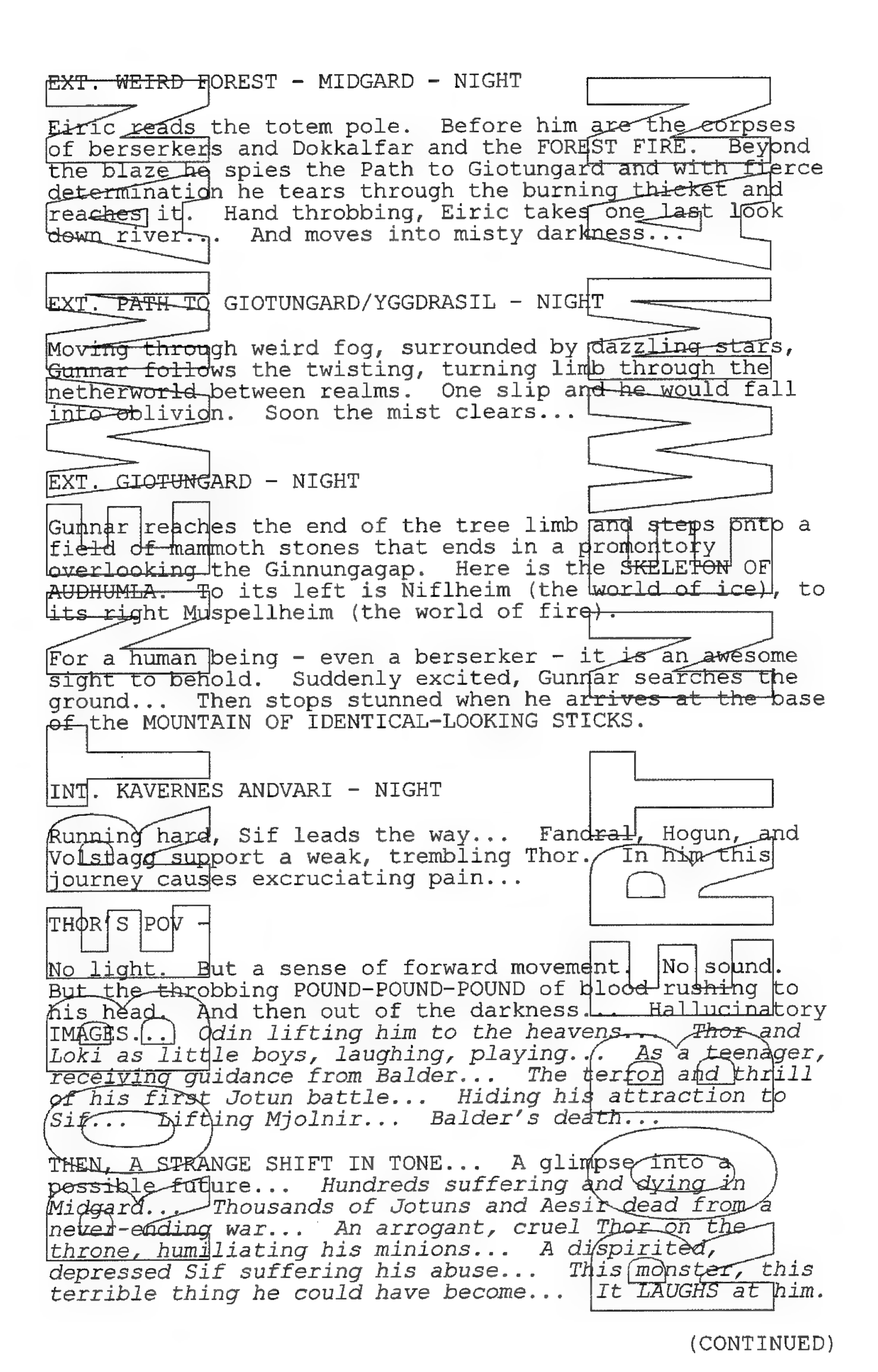
The rats confer with MICE... We might recognize some of them as the creatures Ivaldi sent to Midgard.

INT. TOWER CELL - SEID TEMPLE - ASGARD - NIGHT

Frigg is awake with worry and regret. She hears a SCRATCHING SOUND and looks to the floor... Bits of cement are pushed out and from a HOLE climbs a dust-covered WHITE MOUSE. The creature runs up her arm and whispers into her ear... Upon hearing his message, an upset-but-hopeful Frigg (silently) instructs him.

EXT. RIVER - CANYON - MIDGARD - NIGHT

A guilt-riddled Eiric rows to the jetty. He is like a machine, not the man we have known. The STRANGE CRYSTALS swarm his sexaeringer and immobilize the oars... He pulls away one hand, but TWO FINGERS of the other are frozen by the weird ice. MORE CRYSTALS pour into the ship... With a KNIFE Eiric SEVERS the two frost-bound fingers from his hand! And runs...



EXT. WEIRD FOREST - MIDGARD - NIGHT

Eiric reads the totem pole. Before him are the corpses of berserkers and Dokkalfar and the FOREST FIRE. Beyond the blaze he spies the Path to Giotungard and with fierce determination he tears through the burning thicket and reaches it. Hand throbbing, Eiric takes one last look down river... And moves into misty darkness...

EXT. PATH TO GIOTUNGARD/YGGDRASIL - NIGHT

Moving through weird fog, surrounded by dazzling stars, Gunnar follows the twisting, turning limb through the netherworld between realms. One slip and he would fall into oblivion. Soon the mist clears...

EXT. GIOTUNGARD - NIGHT

Gunnar reaches the end of the tree limb and steps onto a field of mammoth stones that ends in a promontory overlooking the Ginnungagap. Here is the SKELETON OF AUDHUMLA. To its left is Niflheim (the world of ice), to its right Muspellheim (the world of fire).

For a human being - even a berserker - it is an awesome sight to behold. Suddenly excited, Gunnar searches the ground... Then stops stunned when he arrives at the base of the MOUNTAIN OF IDENTICAL-LOOKING STICKS.

INT. KAVERNES ANDVARI - NIGHT

Running hard, Sif leads the way... Fandral, Hogun, and Volstagg support a weak, trembling Thor. In him this journey causes excruciating pain...

THOR'S POV -

No light. But a sense of forward movement. No sound. But the throbbing POUND-POUND-POUND of blood rushing to his head. And then out of the darkness... Hallucinatory IMAGES... *Odin lifting him to the heavens... Thor and Loki as little boys, laughing, playing... As a teenager, receiving guidance from Balder... The terror and thrill of his first Jotun battle... Hiding his attraction to Sif... Lifting Mjolnir... Balder's death...*

THEN, A STRANGE SHIFT IN TONE... A glimpse into a possible future... *Hundreds suffering and dying in Midgard... Thousands of Jotuns and Aesir dead from a never-ending war... An arrogant, cruel Thor on the throne, humiliating his minions... A dispirited, depressed Sif suffering his abuse... This monster, this terrible thing he could have become... It LAUGHS at him.*

(CONTINUED)

CONTINUED:

IN THE TUNNEL -

Thor lashes out...

THOR
No...!

He falters... Barely able to stand... And then...

EXT. GIOTUNGARD - NIGHT

From a rock wall a circular piece of stone falls... Sif emerges and assists the Warriors Three as they help Thor from the tunnel... Like a child fresh from the womb he CRIES OUT... And then. His eyes open. Breathing returns to normal. Muscles relax. And in his face, his character, there is a newfound resolve.

INT. ROYAL BEDCHAMBER - VALASKJALF - ASGARD - NIGHT

As Jarl and forlorn members of the Einherjar and Valkyries observe, a PRIESTESS examines Odin, but finds no signs of life. Devastated, she turns to them and sadly shakes her head "no."

LOKI
(suitably sad)
This is a dark day for the Aesir.
(to the Einherjar)
You will take the All-Father to the temple.
(to the priestess)
Prepare him for the journey to Gimle'. Tonight he drinks with Balder the Brave.

PRIESTESS
May we offer condolence to Frigg?

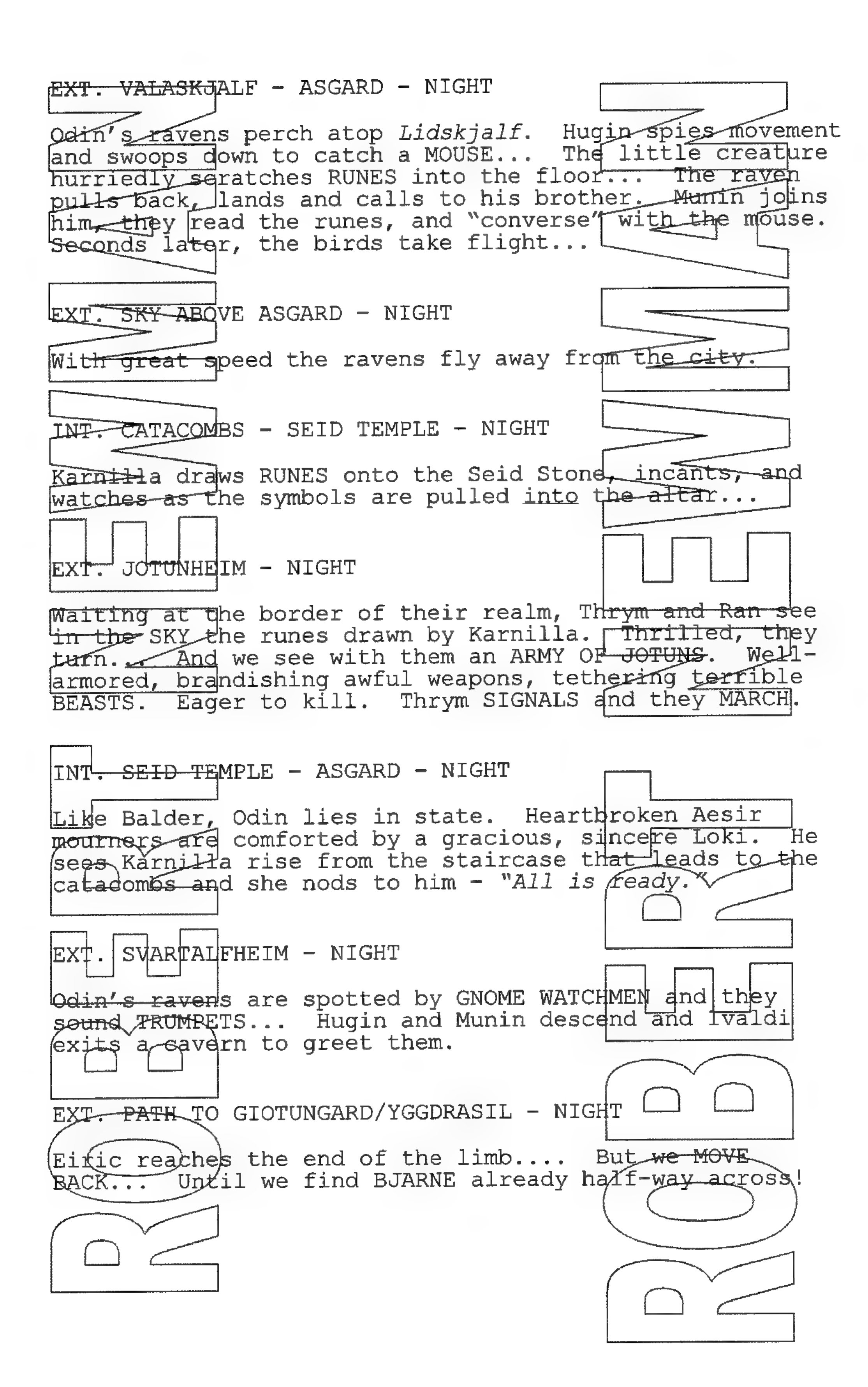
LOKI
My mother mourns alone. In isolation. We will not see her for some time.

Understanding, the priestess respectfully bows her head. Tears are shed and the Einherjar carry away Odin's body. Jarl and Valkyrie One confer and hesitantly approach Loki with an uncomfortable topic...

JARL
Loki. Asgard needs a king.

VALKYRIE ONE
You must claim the throne.

With "regret," Loki nods. *Of course he will do his duty.*



EXT. VALASKJALF - ASGARD - NIGHT

Odin's ravens perch atop *Lidskjalf*. Hugin spies movement and swoops down to catch a MOUSE... The little creature hurriedly scratches RUNES into the floor... The raven pulls back, lands and calls to his brother. Munin joins him, they read the runes, and "converse" with the mouse. Seconds later, the birds take flight...

EXT. SKY ABOVE ASGARD - NIGHT

With great speed the ravens fly away from the city.

INT. CATACOMBS - SEID TEMPLE - NIGHT

Karnilla draws RUNES onto the Seid Stone, incants, and watches as the symbols are pulled into the altar...

EXT. JOTUNHEIM - NIGHT

Waiting at the border of their realm, Thrym and Ran see in the SKY the runes drawn by Karnilla. Thrilled, they turn... And we see with them an ARMY OF JOTUNS. Well-armored, brandishing awful weapons, tethering terrible BEASTS. Eager to kill. Thrym SIGNALS and they MARCH.

INT. SEID TEMPLE - ASGARD - NIGHT

Like Balder, Odin lies in state. Heartbroken Aesir mourners are comforted by a gracious, sincere Loki. He sees Karnilla rise from the staircase that leads to the catacombs and she nods to him - *"All is ready."*

EXT. SVARTALFHEIM - NIGHT

Odin's ravens are spotted by GNOME WATCHMEN and they sound TRUMPETS... Hugin and Munin descend and Ivaldi exits a cavern to greet them.

EXT. PATH TO GIOTUNGARD/YGGDRASIL - NIGHT

Eiric reaches the end of the limb.... But we MOVE BACK... Until we find BJARNE already half-way across!

EXT. GIOTUNGARD - NIGHT

A determined Thor leads Sif and the Warriors Three across the field of rocks and in the distance they see a manic-looking Gunnar striking stick after stick after stick on a stone. The "mountain" catches all by surprise and optimism is weakened, but Thor advances...

Only to be confronted by an angry, upset EIRIC (who has just arrived from Yggdrasil).

EIRIC
(with ax in hand)
No. Not you.
(re Gunnar)
Better him than you.

Sif and the Warriors Three move to attack, but Thor gestures for them to stay back.

THOR
Why not me?

EIRIC
If you, nothing changes. Don't you see? You'll go back to Asgard and laugh at our suffering, our pain. My wife and boy will die and you'll sit back and laugh. Won't you? Thor?

The poor man nearly breaks down in tears, but he is steadfast. Open-handed, Thor moves to him... Eiric is ready to strike... But cannot. Thor stands before him.

THOR
No, Eiric. I promise.

Eiric looks deep into Thor's eyes... His soul... *And knows the truth.*

REVEAL BJARNE -

Just coming from the Yggdrasil limb, the cowardly *karl* stealthily advances toward the mountain of sticks...

ON GUNNAR -

Gunnar sees Thor and Eiric! He abandons the sticks, CRIES OUT and attacks!

ON THOR, EIRIC, SIF, AND THE WARRIORS THREE -

Eiric spins... And engages the berserker! Thor, Sif, and the Warriors Three move to help him...

MALEKITH AND THE DOKKALFAR DROP FROM THE SKY!

(CONTINUED)

CONTINUED:

THOR (CONT'D)
(recognizes him,
stunned)
Malekith!

Malekith "smiles" and nods. THE DOKKALFAR DRAW THEIR SWORDS AND ATTACK! Sif and the Warriors Three protect Thor and defend against the onslaught.

EXT. MUSPELLHEIM - NIGHT

As if in response to the conflict, the flaming cliffs erupt with FIRE and MOLTEN ROCK...

EXT. GIOTUNGARD - NIGHT

FIERY FRAGMENTS RAIN DOWN on the stone-covered field. Some IGNITE STICKS already discarded by Gunnar...

... And Thor - realizing something - RUNS to one of them and THROWS the "torch" into the great mass of sticks!

For a brief moment everything stops. Humans, gods and Dokkalfar cannot believe what he just did. Within seconds the entire "mountain" BURNS IN A FLASH like a pile of kindling! All look at Thor as if he were insane.

But Thor, Thor smiles.

For soon the pile is reduced to CINDERS and it collapses in an avalanche of ASH. When the dust clears, ONE STICK remains intact. Of course, this is *Mjolnir*.

Thor RUNS to it... But Malekith blocks his path and PULLS *DAINSLEIF*! Thor readies an ax, but with every strike of Malekith's evil sword, Thor's weapon weakens...

They wish to help him, but Sif, Volstagg, Fandral, and Hogun each are faced with their own Faerie warrior and besting a *Dokkalfar* is far from easy...

Bjarne sees an opportunity and runs to the stick...

Eiric deflects a lethal blow and moves to strike... But Gunnar PUNCHES him with his free hand and Eiric reels... Gunnar has an opportunity to kill Eiric, but when he sees BJARNE nearing the stick, he MOVES...

Bjarne is only yards away from the *Mjolnir* stick... But when he hears Gunnar's WAR CRY, he turns... And freezes at the sight of the berserker.

Gunnar readies his weapon for a death strike... But EIRIC'S AX - hitting his back like a lightning bolt - FELLS HIM. The berserker drops. Dead.

(CONTINUED)

CONTINUED:

A humbled Bjarne regards Eiric with surprise and confusion... *Eiric saved his life. Bjarne is not worthy of Mjolnir and should withdraw right now, he knows, but he cannot...* And pathetically reaches for the stick...

SIF FIRES AN ARROW into the heart of a Dokkalfar warrior and he DROPS INTO THE GINNUNGAGAP... The resulting EXPLOSION ROCKS Giotungard...

... And Bjarne is HURTLED over the cliff!

At this moment Eiric has a clear path to *Mjolnir...*

... Weakening in his combat with Malekith, Thor sees this and calls out to his friend:

THOR
Go! Now! Take it!

Eiric cannot. Weaponless, he RUNS at Malekith...

Defending a blow, Thor's ax SHATTERS! *Dainsleif* positively yearns for his death... But when the evil Faerie moves to strike... Eiric moves between Malekith and Thor and IMPALES himself on the sword! A stunned Malekith moves to pull the weapon, but with what life remains, Eiric WITHDRAWS and takes *Dainsleif* with him. He turns to Thor... AND GIVES TO HIM *DAINSLEIF*! Thor DRIVES it into Malekith and PUSHES him into the Ginnungagap!

Sif and the Warriors Three finally claim the lives of the other Dokkalfar and move to Thor and Eiric...

As Malekith's DEATH CRY echoes in the chasm and FIRE and ICE explode from the pit, a shaken Thor cradles Eiric...

EIRIC
(re Mjolnir)
It is yours. It was and always will be.
(takes his hand)
My friend.

Eiric dies. Thor - feeling true loss - hangs his head in sorrow. Sif and the Warriors Three are heartbroken... Perhaps for the death of the Viking, but more for the sadness they see in Thor.

With great purpose and a sense of obligation, THOR LIFTS THE STICK AND STRIKES IT! In a great blast of blinding energy, LIGHTNING RISES INTO THE SKY, the heavens fill with rolling clouds and PEELS OF THUNDER ECHO in the Ginnungagap! The ICY WINDS of Niflheim SWIRL and the VOLCANOES of Muspellheim BELCH FIRE!

With relief, admiration, and joy, Sif and the Warriors Three behold...

(CONTINUED)

CONTINUED: (2)

THOR. GOD OF THUNDER.

In him is a new power. An altered energy. Of course he is no longer human, but this is not the same Thor we saw in Asgard. This is a new god. A better one. *MJOLNIR* too has a quality we have not seen. It retains its power, but it is *submissive* and *responsive* to its MASTER. With confidence, Thor lifts it high. Never again will the hammer control him.

Sif, Volstagg, Hogun, and Fandral are deeply moved, elated, and awed by the transformation.

Thor brings the hammer to his hip and the skies calm.

BJARNE O.S.
Help... Help me... Please...

Upon hearing the cry, Thor moves to cliff's edge... And sees HANGING from the precipice BJARNE. The poor man can barely hold onto a fragment of crumbling rock. Within seconds he we will die. *Here is a coward. A fiend. A tormenter. But Thor only sees a man in need.* And he LIFTS Bjarne from the chasm and deposits him safely onto the cliff.

A changed, sobbing Bjarne KNEELS before him. Unlike a "god," Thor does not bask in the human's worship. Instead, he kneels with Bjarne and holds him in a warm, forgiving, comforting embrace.

INT. LOKI'S QUARTERS - VALASKJALF - ASGARD - NIGHT

Loki is outfitted in a magnificent suit of deep green leather and gold armor. A nervous Karnilla waits as he regards himself in a mirror.

KARNILLA
It's dragonskin leather. And the gold is reinforced with steel. Svartalf steel.

He dons a grand gold HELMET with two great horns jutting from its crown.

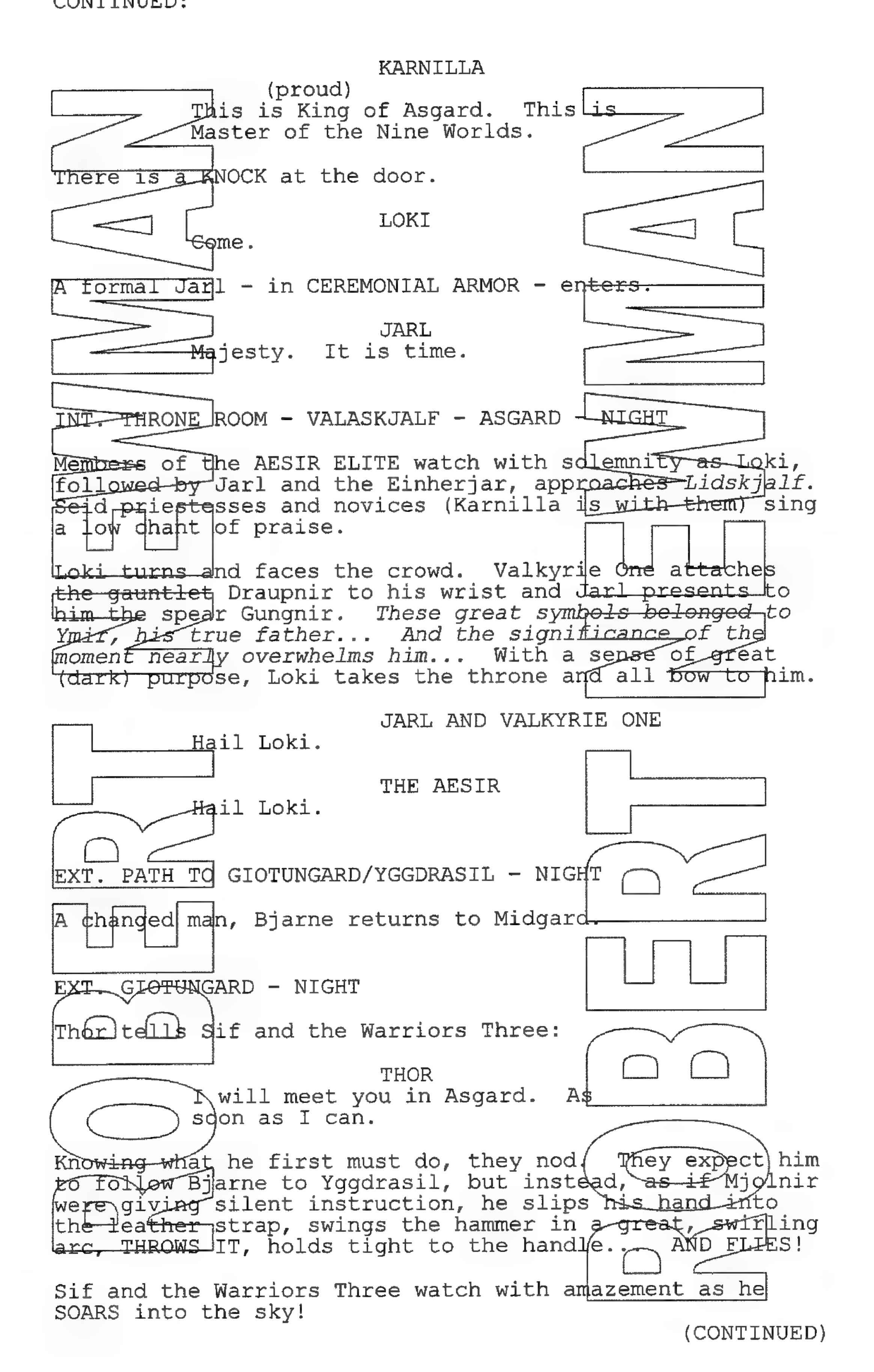
KARNILLA (CONT'D)
(worried)
You hate it.

LOKI
I love it.

Thrilled, she kisses him. And they both admire the entire ensemble in the mirror.

(CONTINUED)

CONTINUED:



KARNILLA
(proud)
This is King of Asgard. This is Master of the Nine Worlds.

There is a KNOCK at the door.

LOKI
Come.

A formal Jarl - in CEREMONIAL ARMOR - enters.

JARL
Majesty. It is time.

INT. THRONE ROOM - VALASKJALF - ASGARD - NIGHT

Members of the AESIR ELITE watch with solemnity as Loki, followed by Jarl and the Einherjar, approaches *Lidskjalf*. Seid priestesses and novices (Karnilla is with them) sing a low chant of praise.

Loki turns and faces the crowd. Valkyrie One attaches the gauntlet Draupnir to his wrist and Jarl presents to him the spear Gungnir. *These great symbols belonged to Ymir, his true father... And the significance of the moment nearly overwhelms him...* With a sense of great (dark) purpose, Loki takes the throne and all bow to him.

JARL AND VALKYRIE ONE
Hail Loki.

THE AESIR
Hail Loki.

EXT. PATH TO GIOTUNGARD/YGGDRASIL - NIGHT

A changed man, Bjarne returns to Midgard.

EXT. GIOTUNGARD - NIGHT

Thor tells Sif and the Warriors Three:

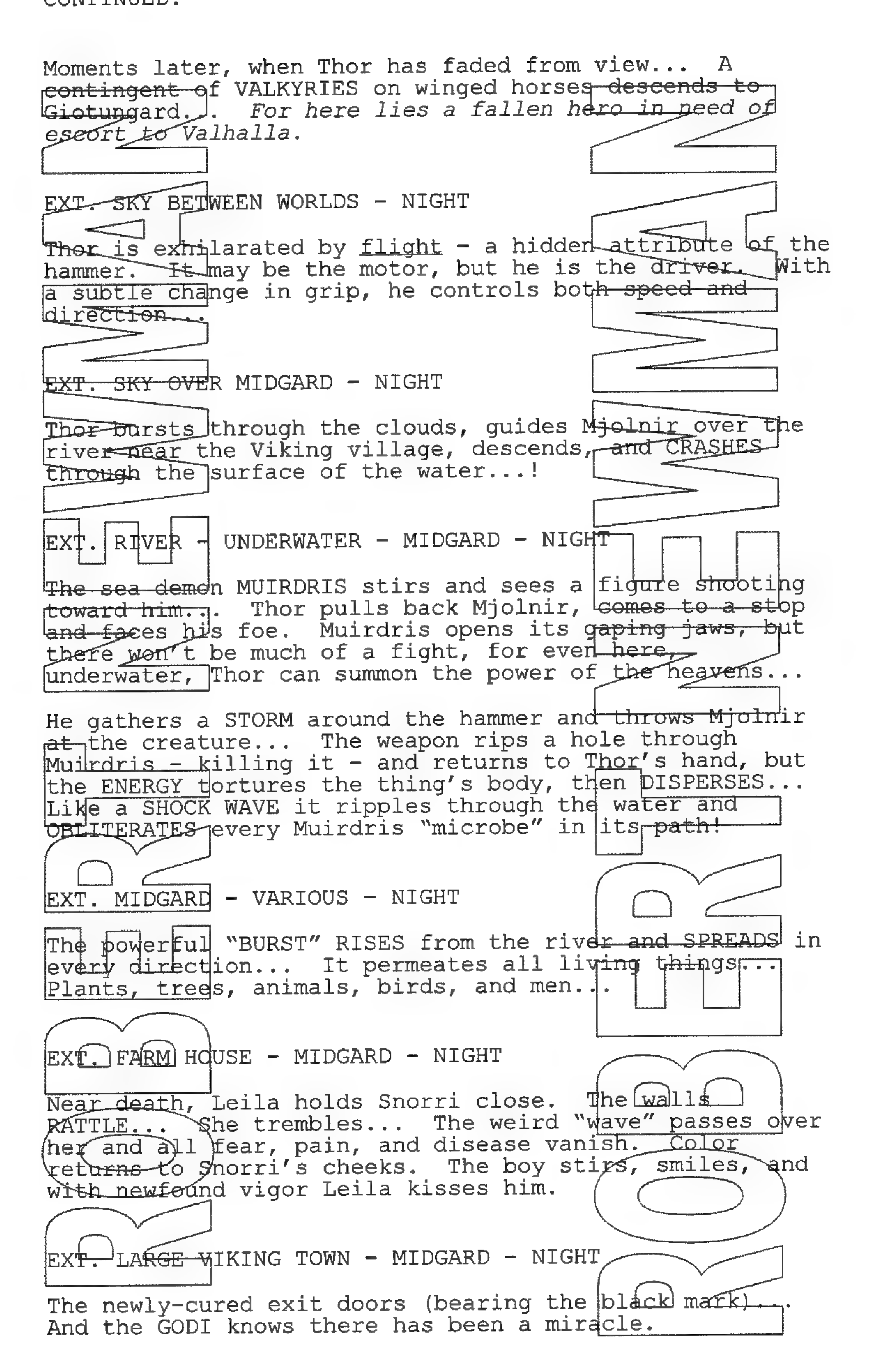
THOR
I will meet you in Asgard. As soon as I can.

Knowing what he first must do, they nod. They expect him to follow Bjarne to Yggdrasil, but instead, as if Mjolnir were giving silent instruction, he slips his hand into the leather strap, swings the hammer in a great, swirling arc, THROWS IT, holds tight to the handle... AND FLIES!

Sif and the Warriors Three watch with amazement as he SOARS into the sky!

(CONTINUED)

CONTINUED:



Moments later, when Thor has faded from view... A contingent of VALKYRIES on winged horses descends to Giotungard... *For here lies a fallen hero in need of escort to Valhalla.*

EXT. SKY BETWEEN WORLDS - NIGHT

Thor is exhilarated by flight - a hidden attribute of the hammer. It may be the motor, but he is the driver. With a subtle change in grip, he controls both speed and direction...

EXT. SKY OVER MIDGARD - NIGHT

Thor bursts through the clouds, guides Mjolnir over the river near the Viking village, descends, and CRASHES through the surface of the water...!

EXT. RIVER - UNDERWATER - MIDGARD - NIGHT

The sea demon MUIRDRIS stirs and sees a figure shooting toward him... Thor pulls back Mjolnir, comes to a stop and faces his foe. Muirdris opens its gaping jaws, but there won't be much of a fight, for even here, underwater, Thor can summon the power of the heavens...

He gathers a STORM around the hammer and throws Mjolnir at the creature... The weapon rips a hole through Muirdris - killing it - and returns to Thor's hand, but the ENERGY tortures the thing's body, then DISPERSES... Like a SHOCK WAVE it ripples through the water and OBLITERATES every Muirdris "microbe" in its path!

EXT. MIDGARD - VARIOUS - NIGHT

The powerful "BURST" RISES from the river and SPREADS in every direction... It permeates all living things... Plants, trees, animals, birds, and men...

EXT. FARM HOUSE - MIDGARD - NIGHT

Near death, Leila holds Snorri close. The walls RATTLE... She trembles... The weird "wave" passes over her and all fear, pain, and disease vanish. Color returns to Snorri's cheeks. The boy stirs, smiles, and with newfound vigor Leila kisses him.

EXT. LARGE VIKING TOWN - MIDGARD - NIGHT

The newly-cured exit doors (bearing the black mark)... And the GODI knows there has been a miracle.

EXT. RIVER - MIDGARD - NIGHT

In a great spray of water, Thor rises from the river, surveys the surrounding lands, and satisfied, flies away.

EXT. FARM HOUSE - MIDGARD - NIGHT

When Leila and Snorri are reunited with Sigrid (and Eiric's family), they see overhead what looks like a shooting star.

EXT. SHORE - ASGARD - NIGHT

Great bonfires burn. Priestesses and novices sing. The Aesir bow their heads as Odin's body is carried to a waiting LONGSHIP by the Einherjar.

EXT. LONGSHIP - ASGARD - NIGHT

The warriors lay Odin to rest in the vessel, rest a SWORD on his chest, and disembark.

EXT. SHORE - ASGARD - NIGHT

Jarl offers SLEIPNIR's reigns to Loki, but the proud eight-legged horse BALKS, violently PULLS AWAY, and as if refusing Loki's command, RUNS down the shore. It is an awkward moment - especially for Loki - but no one says a word. The Einherjar return to the beach and PUSH the longship onto the SEA OF ASGARD. Loki lifts a TORCH and moves to throw it onto the vessel, but his arm is numb.

LOKI
(realizes, aloud)
I cannot.

(Not understanding the real truth of Loki's words) a sympathetic Jarl takes the torch from him and HURLS it onto the longship...

EXT. LONGSHIP - SEA OF ASGARD - NIGHT

The torch lands at the stern and soon planks CATCH FIRE.

EXT. SHORE - ASGARD - NIGHT

Satisfied *(and heartbroken?)* Loki turns from the sea and leads his people into the city.

INT. TOWER CELL - SEID TEMPLE - ASGARD - NIGHT

The WHITE MOUSE rises from the hole, but freezes with dread when he sees the unmoving form of Frigg. He WHIMPERS. And much to his delight, she stirs. Frigg is alive. Loki's sword lies abandoned near the door. She welcomes the mouse and soon HUNDREDS OF HIS KIND pour into the room and GNAW at the HINGES of the great door.

INT. DUNGEON - VALASKJALF - ASGARD - NIGHT

Heimdall watches with amazement as DOZENS OF RATS CHEW at the cement that holds the BARS of his cell.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

Every Asgardian gathers to welcome their new king. Loki stands on a DAIS. Deep in thought. He knows they wait for him to speak. And finally...

LOKI
Aesir. Never will I forget that the blood of Buri flows in your veins. The same blood that fed the heart of Odin, the god that called me son.
(lifts high Draupnir and Gungnir)
This armor, this spear, once belonged to Ymir, the first to know Life. The Giant King had no quarrel with Asgard, but that mattered not to Odin...

Many Aesir exchange confused looks.

LOKI (CONT'D)
(anger building)
... No. *He* would possess this power - no one else. For power Odin would murder. And lie. To you. And to me.
(darkly)
Hear this "kinsmen." And know it to be true. From the Jotun Odin took by force Draupnir and Sleipnir... As he took his *son*.

With dark pride Loki opens his tunic and exposes to the Aesir his BIRTHMARK.

LOKI (CONT'D)
This is the Mark of Ymir. My father.

(CONTINUED)

CONTINUED:

The Aesir are stunned. Horrified. Dismayed.

LOKI (CONT'D)
And now. I order you, Aesir.
Kneel. Kneel before your king.

The Aesir are conflicted. *To disobey Loki is to show dishonor!* And many kneel. Others reluctantly follow. Valkyries and Einherjar do not move. Loki seems relatively pleased...

... Until FRIGG and HEIMDALL appear!

HEIMDALL
King?! You dare call yourself king?

Nonplussed, Loki gestures at the city walls... "FLARES OF LIGHT" explode in the sky...

EXT. OUTSIDE THE WALLS OF ASGARD - NIGHT

AND ILLUMINATE THE GREAT JOTUN ARMY SURROUNDING THE CITY.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

LOKI
I do.

The Aesir are dumbstruck. ONE OF THE EINHERJAR readies a BOW, but Loki directs a SPELL and the man TURNS TO DUST.

LOKI (CONT'D)
(reiterates, to all)
Kneel. Or die.

FRIGG
I beg you, Loki. End this now. Please...

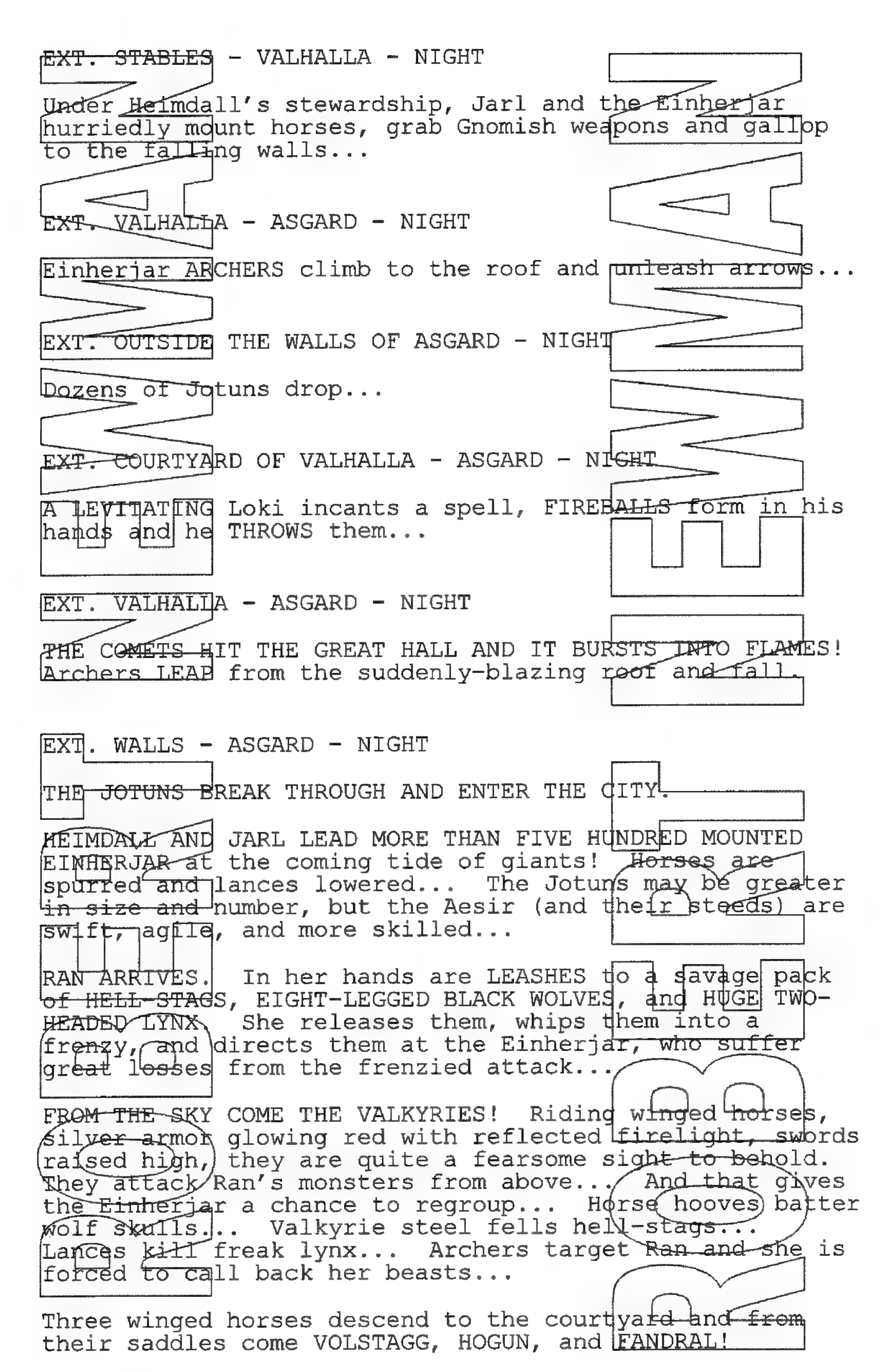
For a moment he considers the heartfelt plea of his mother... AND SIGNALS THE JOTUNS!

EXT. OUTSIDE THE WALLS OF ASGARD - NIGHT

THRYM CRIES OUT AND LEADS THE ATTACK... What follows is the stuff of Aesir nightmares... THOUSANDS OF ANGRY FROST GIANTS CHARGE!

EXT. ASGARD - WALLS - VARIOUS - NIGHT

Every able-bodied Aesir finds a weapon and defends their home, but the Jotun onslaught is overwhelming...



EXT. STABLES - VALHALLA - NIGHT

Under Heimdall's stewardship, Jarl and the Einherjar hurriedly mount horses, grab Gnomish weapons and gallop to the falling walls...

EXT. VALHALLA - ASGARD - NIGHT

Einherjar ARCHERS climb to the roof and unleash arrows...

EXT. OUTSIDE THE WALLS OF ASGARD - NIGHT

Dozens of Jotuns drop...

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

A LEVITATING Loki incants a spell, FIREBALLS form in his hands and he THROWS them...

EXT. VALHALLA - ASGARD - NIGHT

THE COMETS HIT THE GREAT HALL AND IT BURSTS INTO FLAMES! Archers LEAP from the suddenly-blazing roof and fall.

EXT. WALLS - ASGARD - NIGHT

THE JOTUNS BREAK THROUGH AND ENTER THE CITY.

HEIMDALL AND JARL LEAD MORE THAN FIVE HUNDRED MOUNTED EINHERJAR at the coming tide of giants! Horses are spurred and lances lowered... The Jotuns may be greater in size and number, but the Aesir (and their steeds) are swift, agile, and more skilled...

RAN ARRIVES. In her hands are LEASHES to a savage pack of HELL-STAGS, EIGHT-LEGGED BLACK WOLVES, and HUGE TWO-HEADED LYNX. She releases them, whips them into a frenzy, and directs them at the Einherjar, who suffer great losses from the frenzied attack...

FROM THE SKY COME THE VALKYRIES! Riding winged horses, silver armor glowing red with reflected firelight, swords raised high, they are quite a fearsome sight to behold. They attack Ran's monsters from above... And that gives the Einherjar a chance to regroup... Horse hooves batter wolf skulls... Valkyrie steel fells hell-stags... Lances kill freak lynx... Archers target Ran and she is forced to call back her beasts...

Three winged horses descend to the courtyard and from their saddles come VOLSTAGG, HOGUN, and FANDRAL!

(CONTINUED)

CONTINUED:

A fourth horse carries SIF - AND EIRIC. Resurrected. *Having shown courage in battle before death, he has earned a place with the Einherjar.*

There is a brief lull in the battle... The Warriors Three are welcomed by their fellows (and Valkyries make use of their horses)... Heimdall dismounts and embraces Sif... Eiric is greeted by Jarl...

JARL
Welcome to Asgard, friend.
(gives him a sword)
I pray you can use it.

Eiric has no time for awe or bewilderment, for the Jotuns, Ran, and her beasts regroup and ATTACK...!

JARL (CONT'D)
EINHERJAR!

They voice a BATTLE CRY and counter...

EXT. SHORE - ASGARD - NIGHT

Running from the city, Frigg sees the burning longship drifting out to sea. She lifts her hand and directs a spell at the water...

EXT. LONGSHIP - SEA OF ASGARD - NIGHT

The fire has spread, but it has yet to reach Odin. Soon GREAT WAVES - controlled by Frigg - pound the vessel and spill over the sides, extinguishing much of the blaze...

EXT. SHORE - ASGARD - NIGHT

Frigg is relieved... But then reacts with shock as the waves are PULLED AWAY and the FIRE BURNS HOT! She spins... And finds KARNILLA behind her, casting her own spells at the sea...

KARNILLA
Your Seid has grown weak.

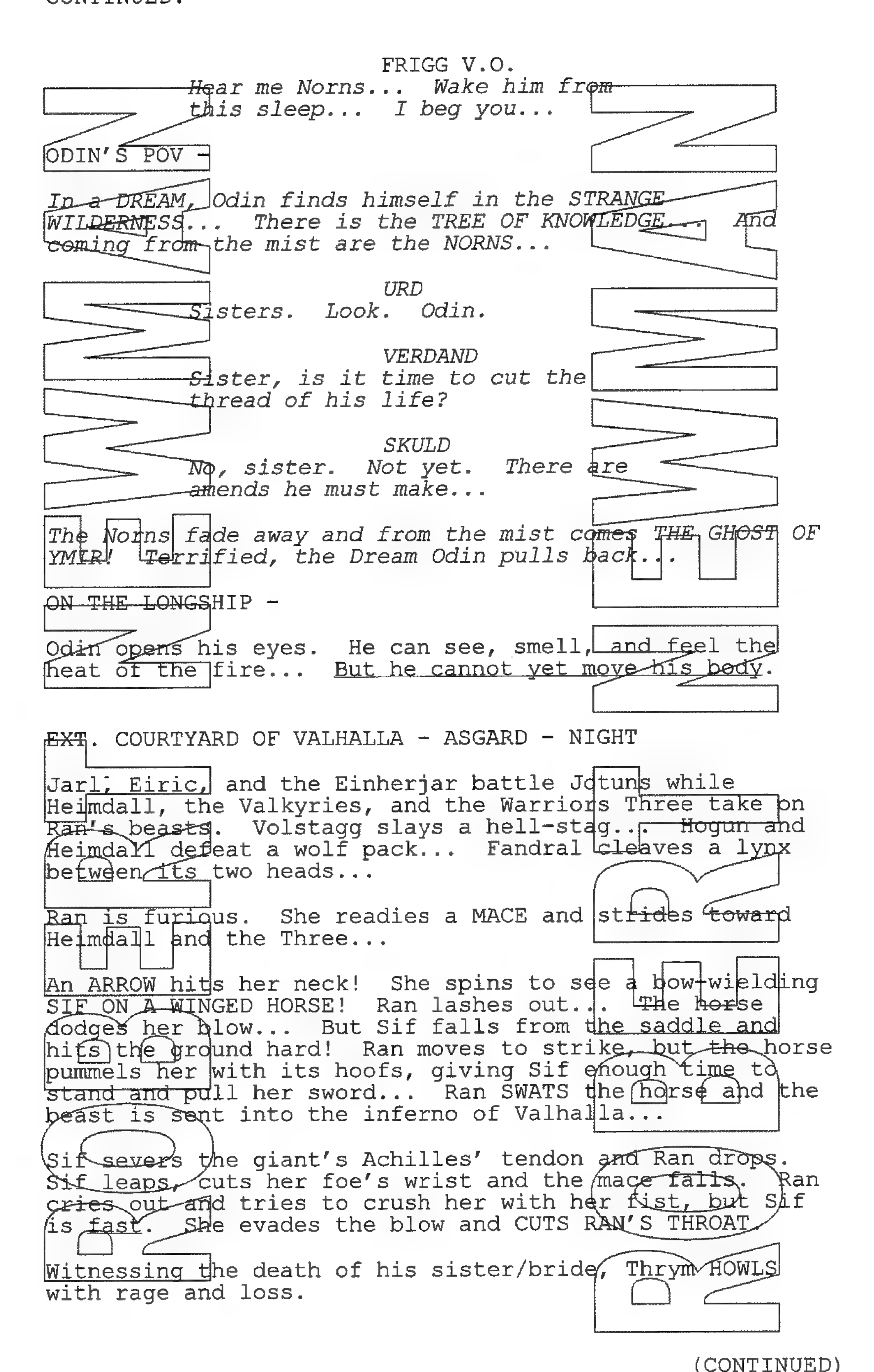
Karnilla keeps one hand raised at the sea, but directs another spell at Frigg... Who is knocked onto the beach with great force! Sand and stone begin to pull Frigg into the earth and she looks out at the sea...

EXT. LONGSHIP - SEA OF ASGARD - NIGHT

We MOVE IN on Odin's face... *Remember, he is not dead, only asleep...*

(CONTINUED)

CONTINUED:



FRIGG V.O.
Hear me Norns... Wake him from this sleep... I beg you...

ODIN'S POV -

In a DREAM, Odin finds himself in the STRANGE WILDERNESS... There is the TREE OF KNOWLEDGE... And coming from the mist are the NORNS...

URD
Sisters. Look. Odin.

VERDAND
Sister, is it time to cut the thread of his life?

SKULD
No, sister. Not yet. There are amends he must make...

The Norns fade away and from the mist comes THE GHOST OF YMIR! Terrified, the Dream Odin pulls back...

ON THE LONGSHIP -

Odin opens his eyes. He can see, smell, and feel the heat of the fire... But he cannot yet move his body.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

Jarl, Eiric, and the Einherjar battle Jotuns while Heimdall, the Valkyries, and the Warriors Three take on Ran's beasts. Volstagg slays a hell-stag... Hogun and Heimdall defeat a wolf pack... Fandral cleaves a lynx between its two heads...

Ran is furious. She readies a MACE and strides toward Heimdall and the Three...

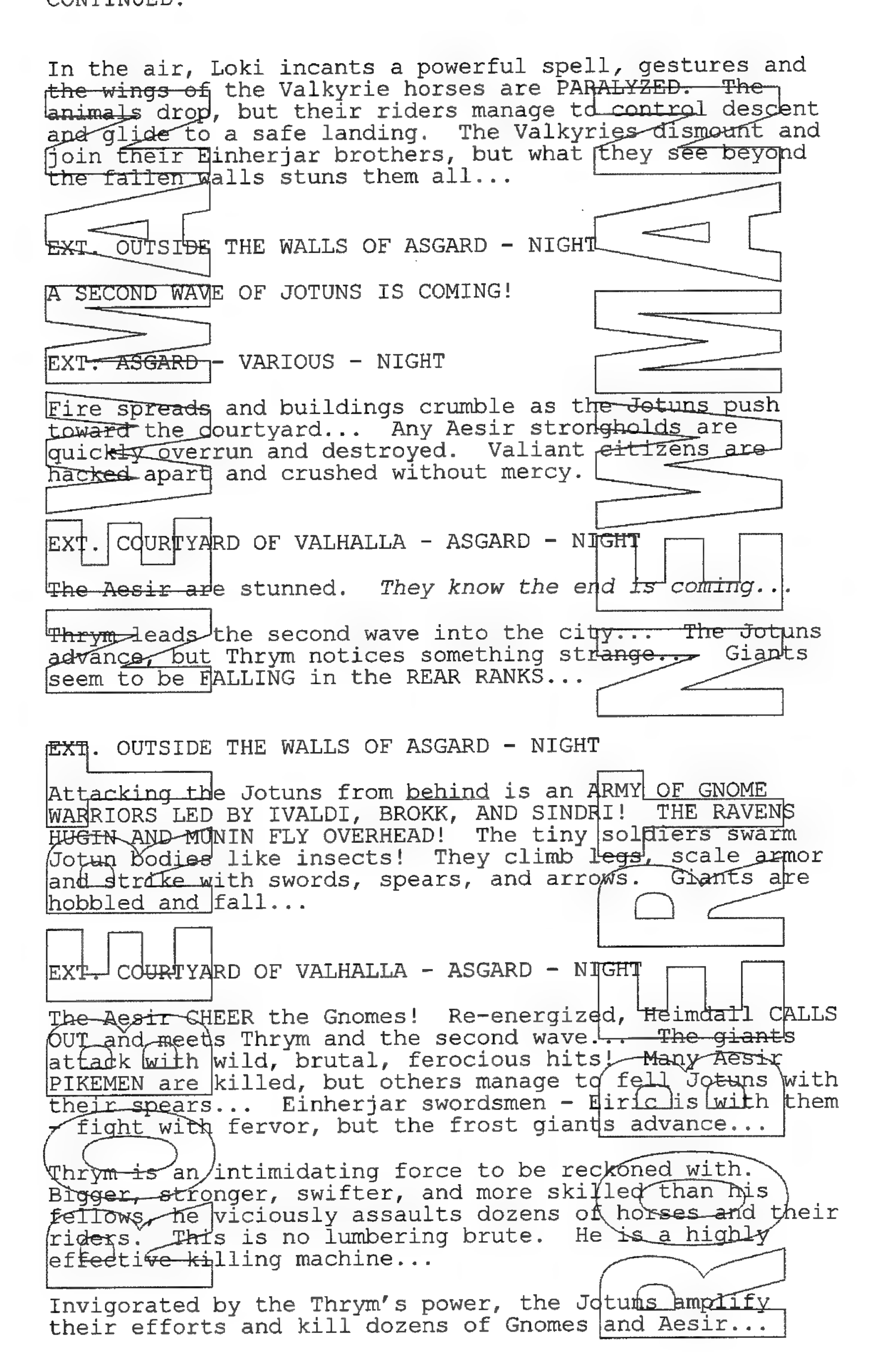
An ARROW hits her neck! She spins to see a bow-wielding SIF ON A WINGED HORSE! Ran lashes out... The horse dodges her blow... But Sif falls from the saddle and hits the ground hard! Ran moves to strike, but the horse pummels her with its hoofs, giving Sif enough time to stand and pull her sword... Ran SWATS the horse and the beast is sent into the inferno of Valhalla...

Sif severs the giant's Achilles' tendon and Ran drops. Sif leaps, cuts her foe's wrist and the mace falls. Ran cries out and tries to crush her with her fist, but Sif is fast. She evades the blow and CUTS RAN'S THROAT.

Witnessing the death of his sister/bride, Thrym HOWLS with rage and loss.

(CONTINUED)

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In the air, Loki incants a powerful spell, gestures and the wings of the Valkyrie horses are PARALYZED. The animals drop, but their riders manage to control descent and glide to a safe landing. The Valkyries dismount and join their Einherjar brothers, but what they see beyond the fallen walls stuns them all...

EXT. OUTSIDE THE WALLS OF ASGARD - NIGHT

A SECOND WAVE OF JOTUNS IS COMING!

EXT. ASGARD - VARIOUS - NIGHT

Fire spreads and buildings crumble as the Jotuns push toward the courtyard... Any Aesir strongholds are quickly overrun and destroyed. Valiant citizens are hacked apart and crushed without mercy.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

The Aesir are stunned. *They know the end is coming...*

Thrym leads the second wave into the city... The Jotuns advance, but Thrym notices something strange... Giants seem to be FALLING in the REAR RANKS...

EXT. OUTSIDE THE WALLS OF ASGARD - NIGHT

Attacking the Jotuns from behind is an ARMY OF GNOME WARRIORS LED BY IVALDI, BROKK, AND SINDRI! THE RAVENS HUGIN AND MUNIN FLY OVERHEAD! The tiny soldiers swarm Jotun bodies like insects! They climb legs, scale armor and strike with swords, spears, and arrows. Giants are hobbled and fall...

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

The Aesir CHEER the Gnomes! Re-energized, Heimdall CALLS OUT and meets Thrym and the second wave... The giants attack with wild, brutal, ferocious hits! Many Aesir PIKEMEN are killed, but others manage to fell Jotuns with their spears... Einherjar swordsmen - Eiric is with them - fight with fervor, but the frost giants advance...

Thrym is an intimidating force to be reckoned with. Bigger, stronger, swifter, and more skilled than his fellows, he viciously assaults dozens of horses and their riders. This is no lumbering brute. He is a highly effective killing machine...

Invigorated by the Thrym's power, the Jotuns amplify their efforts and kill dozens of Gnomes and Aesir...

EXT. OUTSIDE THE WALLS OF ASGARD - NIGHT

A worried Ivaldi leads his forces through the Jotuns...

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

... And the Gnomes join the Aesir and stand with them.

EXT. ABOVE VALASKJALF - ASGARD - NIGHT

Levitating, Loki watches the slaughter of the Aesir with satisfaction *(and a hint of shame)*. He clasps his hands until a swirling SPHERE OF DARK ENERGY forms... When it reaches peak intensity, Loki HURLS it at the PALACE...

EXT. VALASKJALF - ASGARD - NIGHT

... THE MAGNIFICENT BUILDING EXPLODES! Timber, stone, and precious metals rain down on Asgard like meteorites.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

The Aesir and Gnomes take cover as debris falls...

Ivaldi is HIT by "shrapnel!" His sons move to him...

The citizens of Asgard are devastated by the loss of their great palace. Jarl, Eiric, the Einherjar and Valkyries appear dispirited... Volstagg, Fandral, Hogun, Sif and Heimdall share looks of fear and sadness...

HEIMDALL
Asgard is lost.

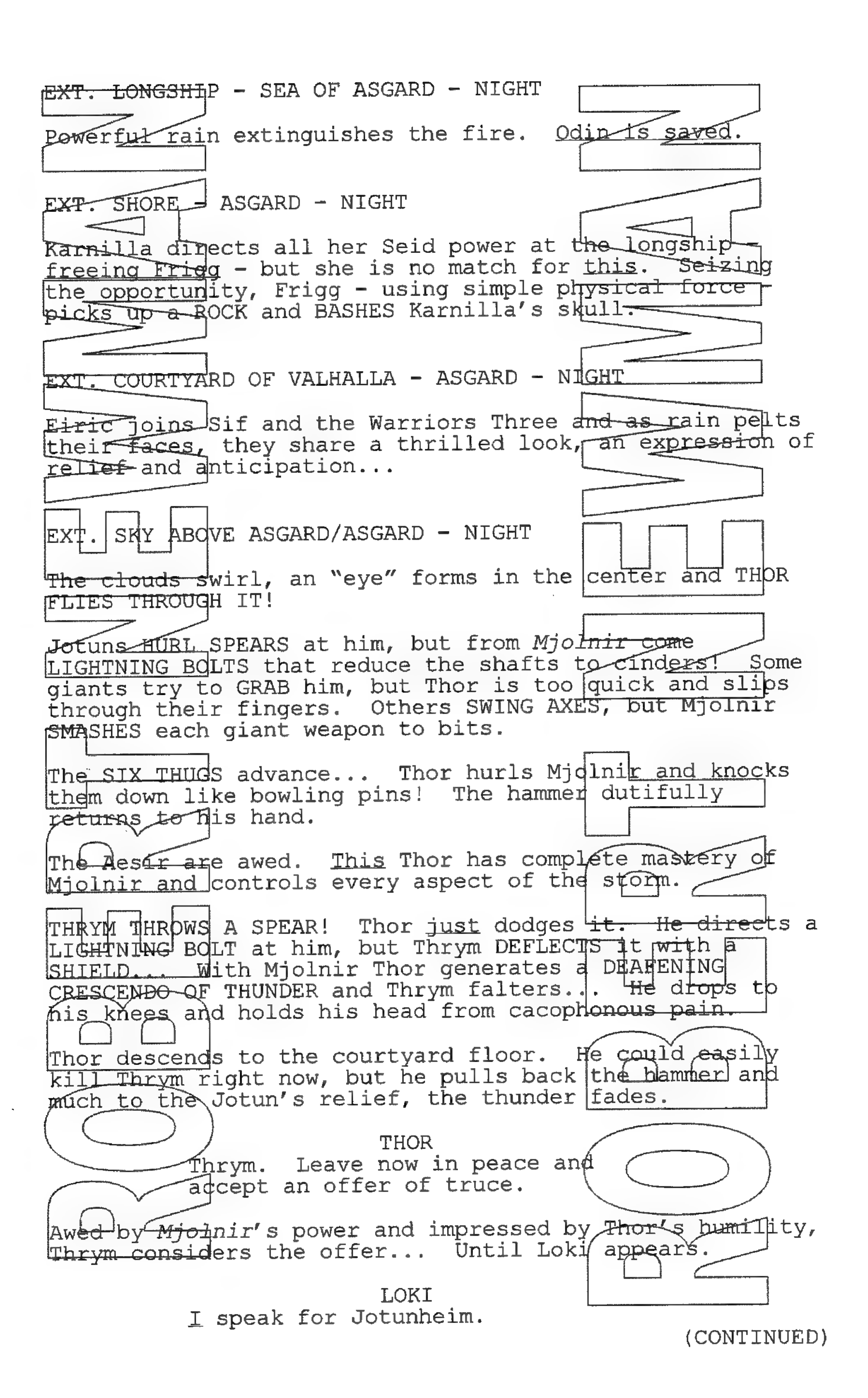
In the distant sky Sif sees a flash of LIGHTNING...

EXT. SKY ABOVE ASGARD - NIGHT

Over the city roll terrible BLACK CLOUDS... THUNDER CRACKS AND WIND HOWLS...

EXT. ASGARD - VARIOUS - NIGHT

The sudden and intense change in weather gives the Jotuns pause... They try to advance, but POWERFUL WIND blows them back... The storm is so fierce no one can move.



EXT. LONGSHIP - SEA OF ASGARD - NIGHT

Powerful rain extinguishes the fire. Odin is saved.

EXT. SHORE - ASGARD - NIGHT

Karnilla directs all her Seid power at the longship - freeing Frigg - but she is no match for this. Seizing the opportunity, Frigg - using simple physical force - picks up a ROCK and BASHES Karnilla's skull.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

Eiric joins Sif and the Warriors Three and as rain pelts their faces, they share a thrilled look, an expression of relief and anticipation...

EXT. SKY ABOVE ASGARD/ASGARD - NIGHT

The clouds swirl, an "eye" forms in the center and THOR FLIES THROUGH IT!

Jotuns HURL SPEARS at him, but from *Mjolnir* come LIGHTNING BOLTS that reduce the shafts to cinders! Some giants try to GRAB him, but Thor is too quick and slips through their fingers. Others SWING AXES, but Mjolnir SMASHES each giant weapon to bits.

The SIX THUGS advance... Thor hurls Mjolnir and knocks them down like bowling pins! The hammer dutifully returns to his hand.

The Aesir are awed. This Thor has complete mastery of Mjolnir and controls every aspect of the storm.

THRYM THROWS A SPEAR! Thor just dodges it. He directs a LIGHTNING BOLT at him, but Thrym DEFLECTS it with a SHIELD... With Mjolnir Thor generates a DEAFENING CRESCENDO OF THUNDER and Thrym falters... He drops to his knees and holds his head from cacophonous pain.

Thor descends to the courtyard floor. He could easily kill Thrym right now, but he pulls back the hammer and much to the Jotun's relief, the thunder fades.

THOR
Thrym. Leave now in peace and accept an offer of truce.

Awed by *Mjolnir*'s power and impressed by Thor's humility, Thrym considers the offer... Until Loki appears.

LOKI
I speak for Jotunheim.

(CONTINUED)

CONTINUED:

Loki arrives and the brothers face each other for the first time since Thor's banishment. *To see Loki in league with the frost giants is devastating for Thor.*

THOR
Why brother? Why do this to your own kind?

Loki's birthmark flushes red.

LOKI
My kind? I am the son of Ymir. Your people need to pay for the crimes of Odin.

ODIN O.S.
No.

All eyes turn to see ODIN. Very much alive. With Frigg seated behind him, he rides SLEIPNIR into the courtyard.

ODIN
They will not.

Now it is Loki's turn to be surprised.

ODIN (CONT'D)
If I taught you anything Loki, I taught you honor. If it's vengeance you want, take it. I am to blame for the lies. No one else. Punish me, not the innocent.

He dismounts and opens his arms, exposing his heart in a posture of complete vulnerability.

LOKI
The innocent? I'd like to meet them.
(to Odin)
If I could shed your blood I would, old man. Gladly. But even your death will not satisfy.

Thor steps forward.

THOR
And mine?

LOKI
You know we cannot fight. "Brother."

THOR
I speak to Thrym. Firstborn of Ymir.
(a challenge)
(MORE)

(CONTINUED)

CONTINUED: (2)

THOR (CONT'D)
Combat. You and I. The victor decides the fate of both Asgard and Jotunheim.

Thor surprises everyone by laying down *Mjolnir*.

LOKI
You fight without the hammer?!

Thor nods. Loki smiles. With respect, Thrym gestures salute and agreement to terms with Thor.

IVALDI O.S.
Thor...?

Thor turns to find Brokk, Sindri, and the Gnomes gathered around the fallen Ivaldi, his body weak, life fading. Mortified, a concerned Thor goes to him...

THOR
Ivaldi...

IVALDI
My dear friend... You must know...
(re the hammer)
... With one strike you could kill him.

Thor takes his hand...

THOR
I know.

Satisfied, Ivaldi smiles.

IVALDI
Then *Mjolnir* has found its master.

At peace, the Gnome King dies. His sons and soldiers sob and pray. Thor stands and looks at the sky...

EXT. SKY ABOVE ASGARD - NIGHT

Thunder ceases, storm clouds dissipate and rain slows to a mild downpour. Jotuns gather to one side of the great courtyard, Aesir and Gnomes to the opposite.

EXT. COURTYARD OF VALHALLA - ASGARD - NIGHT

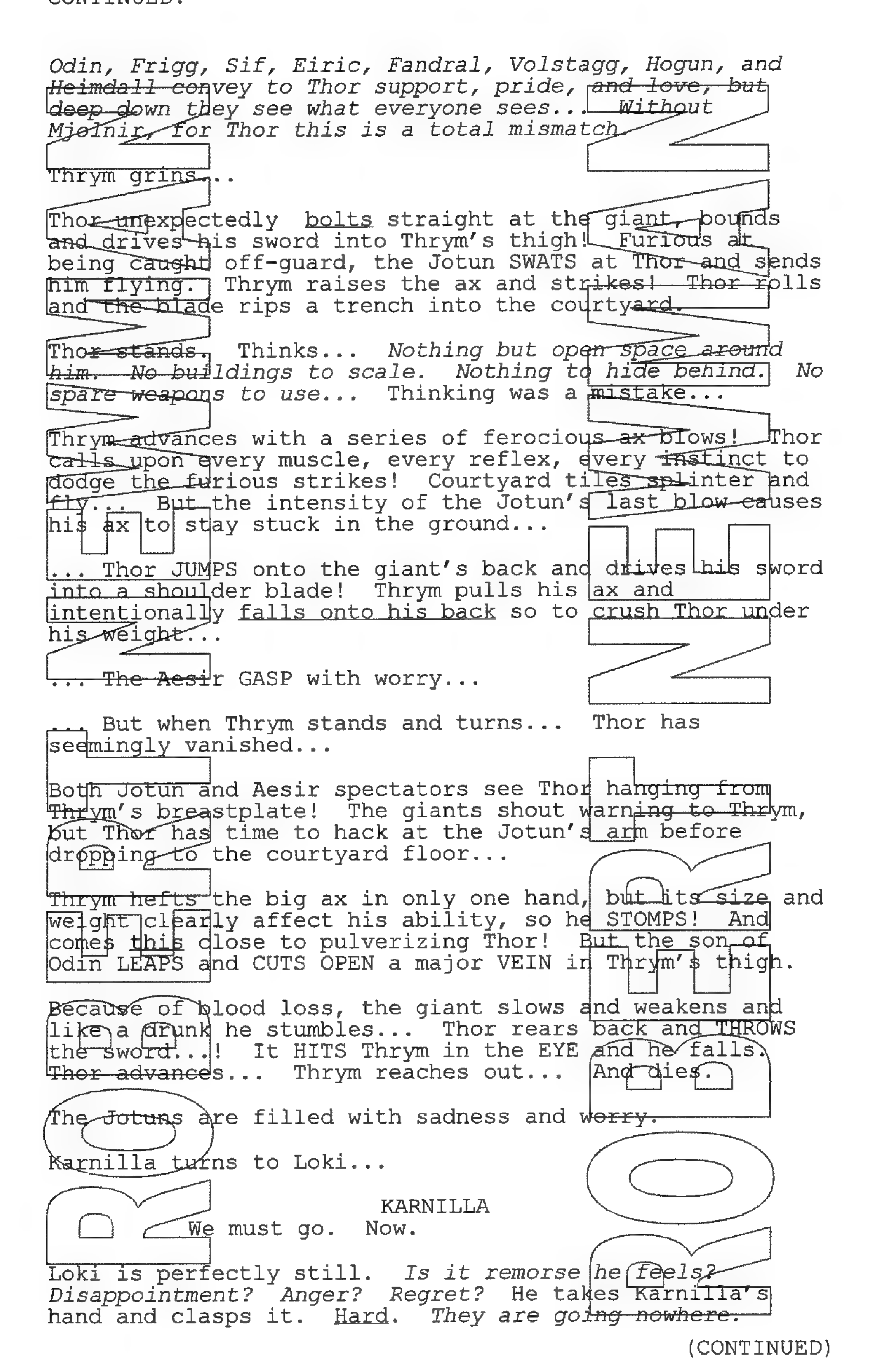
Thrym wields a great two-headed ax.

Her head bloody, Karnilla finds Loki and stands by him.

Sif gives her SWORD to Thor and he faces Thrym.

(CONTINUED)

CONTINUED:



Odin, Frigg, Sif, Eiric, Fandral, Volstagg, Hogun, and Heimdall convey to Thor support, pride, and love, but deep down they see what everyone sees... Without Mjolnir, for Thor this is a total mismatch.

Thrym grins...

Thor unexpectedly bolts straight at the giant, bounds and drives his sword into Thrym's thigh! Furious at being caught off-guard, the Jotun SWATS at Thor and sends him flying. Thrym raises the ax and strikes! Thor rolls and the blade rips a trench into the courtyard.

Thor stands. Thinks... *Nothing but open space around him. No buildings to scale. Nothing to hide behind. No spare weapons to use...* Thinking was a mistake...

Thrym advances with a series of ferocious ax blows! Thor calls upon every muscle, every reflex, every instinct to dodge the furious strikes! Courtyard tiles splinter and fly... But the intensity of the Jotun's last blow causes his ax to stay stuck in the ground...

... Thor JUMPS onto the giant's back and drives his sword into a shoulder blade! Thrym pulls his ax and intentionally falls onto his back so to crush Thor under his weight...

... The Aesir GASP with worry...

... But when Thrym stands and turns... Thor has seemingly vanished...

Both Jotun and Aesir spectators see Thor hanging from Thrym's breastplate! The giants shout warning to Thrym, but Thor has time to hack at the Jotun's arm before dropping to the courtyard floor...

Thrym hefts the big ax in only one hand, but its size and weight clearly affect his ability, so he STOMPS! And comes this close to pulverizing Thor! But the son of Odin LEAPS and CUTS OPEN a major VEIN in Thrym's thigh.

Because of blood loss, the giant slows and weakens and like a drunk he stumbles... Thor rears back and THROWS the sword...! It HITS Thrym in the EYE and he falls. Thor advances... Thrym reaches out... And dies.

The Jotuns are filled with sadness and worry.

Karnilla turns to Loki...

KARNILLA
We must go. Now.

Loki is perfectly still. *Is it remorse he feels? Disappointment? Anger? Regret?* He takes Karnilla's hand and clasps it. Hard. *They are going nowhere.*

(CONTINUED)

CONTINUED: (2)

The Aesir explode with terrific CHEERS, but Thor gestures for them to be silent. He moves to *Mjolnir* and lifts it. The Jotuns fear they will soon be slaughtered... But Thor raises the hammer high and sends a bright bolt of LIGHTNING into the sky... IT LEADS TO JOTUNHEIM.

THOR
Jotuns. Too long have we waged war. Let it end now, I beg you.
(re the beacon)
Go home. Please. Keep the peace and know that the Aesir will never take up arms against you. On this you have my word of honor.

He BOWS to the frost giants. Touched by the gesture of respect, they motion appreciation to Thor, but an outraged Loki demands of them...

LOKI
Stop and fight! I am your king!

He gestures spells that fill the sky with dark fireworks, but the frost giants refuse to obey him. Defeated, he says nothing as the giants journey to Jotunheim.

Sensitive to Loki's failure, Thor extends his hand...

THOR
Brother. Forget the past. Let us claim the future as our own. Together as Sons of Asgard... Sons of Odin. Please.

Clearly there is something to Thor's suggestion that appeals to Loki, but he sadly smiles and admits...

LOKI
I wish that I could.

He takes Karnilla's hand and gestures a spell... To Thor it looks like a wave good-bye... IN A BLACK CLOUD LOKI AND KARNILLA VANISH!

Thor sees on the courtyard floor DRAUPNIR AND GUNGNIR. Loki did not take them. He lifts the spear and gauntlet and presents them to Odin.

ODIN
(humbled, proud)
Keep them.

THOR
No father. They belong to you.

He makes certain Odin takes them. Faithful Sleipnir stands by his master. Thor kneels.

(CONTINUED)

CONTINUED: (3)

Sif, Eiric, the Warriors Three, Jarl... Einherjar, Valkyries, the citizens of Asgard... ALL KNEEL BEFORE THE ALL-FATHER.

ODIN
Stand Aesir. Stand with me.

They do.

ODIN (CONT'D)
Hail Thor.

THE AESIR
Hail Thor!

EXT. SKY ABOVE ASGARD - DAWN

All traces of the storm are gone. Wind lessens, rain ceases, and clouds roll back in great billowing white shapes. Above the hills the early morning SUN RISES.

EXT. ASGARD - VARIOUS - MORNING

Great shafts of SUNLIGHT shine down on the ravaged city. Waves of celebration spread through the streets for even though many have fallen, there is joy, relief, and hope. In SONG, the dead are praised for bravery and heroism.

EXT. VALHALLA RUINS/COURTYARD - ASGARD - MORNING

Volstagg salvages a mammoth cask of ale from the wreckage and rolls it into the courtyard... Where Hogun opens it with his ax and Jarl fills steins for the Valkyries and Einherjar. Fandral offers a cup to Valkyrie One... And her tough visage sweetens with a smirk.

Thor is stunned - and relieved - to see EIRIC among the Einherjar, but there remains sadness and concern in his friend's eyes. Thor realizes what he wants to know...

THOR
Leila is well. And Snorri. All are well.

A moved Eiric takes Thor's hand in thanks.

EIRIC
I'll never see them again, will I?

Thor can't bring himself to answer. But Eiric already knows the truth and does his best to accept it. He notices SOMEONE and places a hand on Thor's shoulder...

EIRIC (CONT'D)
I'm all right. Go.

(CONTINUED)

CONTINUED:

Thor turns to see Sif waiting. Needing time alone, Eiric leaves them. Sif welcomes Thor with a smile. Without embarrassment, bold in his show of love, he takes her in his arms and kisses her.

Shocked and thrilled by the display of affection, Odin, Frigg, the Warriors Three, Valkyries and Einherjar raise their steins in toast and VOICE their delight.

EXT. STRANGE WILDERNESS - DAY

The scene of Thor's victory and celebration in Asgard appears as an IMAGE captured in a THREAD of the FABRIC OF LIFE. Verdand continues to weave. Urd spins. Skuld unravels. The activity of the Norns never ceases.

SKULD
I love that story, sister. I could hear it again and again.

VERDAND
I enjoy telling it, sister.

SKULD
It's funny, though... All this fuss over a hammer when there are far greater concerns...

URD
... Tell us, sister.

SKULD
Should I?

EXT. JOTUNHEIM - DAY

The surviving frost giants return home, ready for peace... But a few gather on a mountaintop and look at distant Asgard with jealousy and anger...

EXT. BIFROST - ABOVE MIDGARD - DAY

A forlorn Eiric looks down at Midgard...

EXT. VIKING VILLAGE - MIDGARD - DAY

Bjarne has become a *godi*, a gentle mystic who regales Viking children - Snorri among them - with tales of Thor's wisdom, grace, and bravery.

Cradling Sigrid, Leila watches her son with delight, but we sense in her a loss that will never leave her.

EXT. SVARTALFHEIM - DAY

Brokk and Sindri instruct a team of GNOME ASSASSINS...

BROKK
Loki. Find him.

INT. CAVE - DAY

A darkly determined Karnilla rubs her pregnant belly, INCANTING SPELLS as she does.

Loki watches her with dead eyes. *There is a coldness to him. Could it be that the parts of his soul still allied to the Aesir are gone?* He exits...

EXT. CAVE - MIDGARD - DAY

... And we REVEAL that he is hiding in MIDGARD near the HUT of the witch HULDA.

EXT. BOTTOM OF THE SEA - ASGARD - DAY

Lying among the charred wreckage of the funeral ship, Balder's body DISAPPEARS.

EXT. STRANGE WILDERNESS - DAY

Bratty little Skuld shakes her head and decides...

SKULD
No. I won't.

EXT. SKY OVER MIDGARD - DAY

With Mjolnir in hand, Thor flies... Below are those who suffer from injustice, victims of cruelty, people in pain, men and women who need help... Human beings.

Now they have a protector. The Mighty Thor.

FADE TO BLACK.